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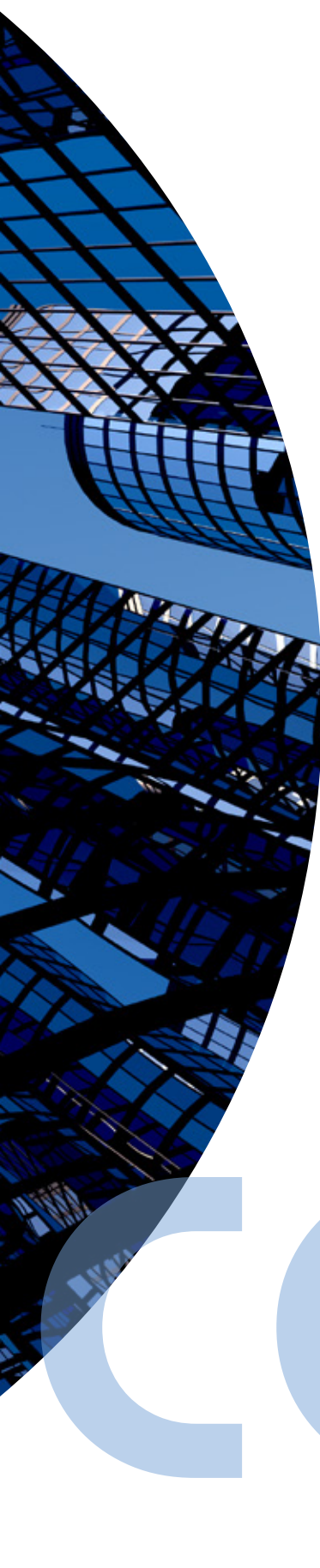


6. Corporate Governance



6.1 Overview of CG Policy and Guidelines

As the national energy company with a state-owned enterprise and a listed company on The Stock Exchange of Thailand (SET), PTT recognizes its vital mission of good management with transparency, establishing equitability among all stakeholders while striving to develop itself into Corporate Governance (CG) role model. It is convinced that CG under good management will lead to fairness and investors' confidence, create a long-term value for shareholders, boost stakeholders' confidence, and give the corporation the most suitable, efficient, and effective management system while enhancing its competitiveness for sustainable growth.



CG



Ever since its privatization into PTT Plc. and distribution of its shares on SET in late 2001, the Board of Directors has adopted CG as its guiding principles by requiring the preparation of business ethics policy and ethics of the Board, senior executives, management, and employees in compliance with CG practices as its code of conduct for organizational standards and proper guidelines. PTT has issued its CG policy and CG Handbook and delivered to directors, management, and employees to sign, acknowledge and comply with. The handbook has been regularly revised to improve the standard of operations to comply with SEC and SET's CG for listed companies (CG Code) as well as comments and recommendations from IOD's CG Assessment Report, including the Organization for Economic Cooperation and Development, the ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard), and the Dow Jones Sustainability Indices (DJSI) together with best practices of leading international companies. The "Corporate Governance, Ethical Standards and Code of Business Ethics Handbook" or CG Handbook is in its 5th revision.

PTT has defined that corporate governance is part of the vision, mission, and values of the organization. The goal is to be a company with sustainable business of continuous growth that drives every life for national economy promotion, according to the vision "Powering Life with Future Energy and Beyond." PTT is ready to meet the future lifestyle, promotes the development of innovation and technology (Technology for All) along with creating business cooperation (Partnership and Platform) based on corporate governance (CG), transparency and sustainability.

Corporate Governance Policy

PTT duly reviewed its CG Policy and handbook to suit prevailing laws and good practices, economic and social circumstances and requires all directors, management, and employees to acknowledge it in writing and observe all policies in the course of their works to illustrate the commitment to the practical application of such policy and code of conduct to their jobs. The Board's policy on CG is as follows:

1. The Board of Directors (The Board), management, and all employees shall commit to PTT's six Good Corporate Governance Principles, namely Accountability, Responsibility, Equitable Treatment, Transparency, Vision to Create Long-term Value, and Ethics with an organizational structure that fairly balances the roles of the Board, management, and shareholders.
2. The Board shall perform their duties with dedication, responsibility, and independence, and there shall be clear segregation between the role and responsibilities of the Chairman and the President & CEO. The Board shall also define the Board's structure, composition, and qualifications for efficient and effective performance.





3. The Board and management shall play a vital role in formulating PTT's vision, strategies, policies, and key plans while taking into consideration risk factors and impacts, and shall oversee, monitor, define and establish appropriate risk management with proper resource allocation, as well as ensure the reliability of accounting systems, financial reports, and accounting audits. PTT shall be engaged in ethical businesses with good corporate citizenship while encouraging innovation to adjust itself amid changes and strengthening sustainable long-term competitiveness.
4. The Board and management shall be the role models for ethics and perform duties under PTT's good corporate governance guidelines as well as oversee and resolve conflicts of interest and connected transactions.
5. The Board may appoint specific committees as deemed appropriate, to assist in prudently reviewing critical matters.
6. The Board shall perform an annual self-assessment to be used as a framework for reviewing the Board's performance.
7. The Board shall establish the PTT's Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook which the Board, management, and all employees must adhere to in parallel with PTT's Articles of Association, regulations, and rules.
8. The Board, management, and employees shall arrange for disclosure of PTT's information, both financial and non-financial, to be carried out adequately, credibly, and timely so that shareholders and all stakeholders may receive such information in a fair and equitable manner. Corporate Communication and Investor Relations shall be responsible for providing the information to investors and the public.
9. PTT's shareholders shall receive equitable treatment and have equal rights to access PTT information and appropriate communication channels with PTT. The Board, management, and employees shall also advocate shareholders' engagement with PTT.
10. The Board shall ensure an appropriate system for the selection and appointment of all key management positions under a fair and transparent nomination process.
11. The Board shall establish an efficient Anti-Fraud and Corruption principle to ensure that the management recognizes and takes Anti-Fraud and Corruption actions, as well as conforming to such measures.



PTT has published the latest version of “Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook” on its intranet and website in Thai and English for the benefit of and reference for Thai and foreign investors and interested parties together with stakeholders.

Policy and Guidelines for the Board

PTT’s Board of Directors shall comprise the person who has knowledge, expertise, and experience considered beneficial to the company. They shall devote their time to their duties and endeavor to perform them well. The Board is appointed by shareholders to oversee the company’s operations. The Board, in turn, appoints a management team responsible for business operations, the specific committees to oversee the delegated specific matters, the company’s auditor, and shall assign the Company Secretary to manage meetings and compliance with laws and regulations. The policy and guidelines for the Board are as follows:

1. Composition, Qualifications and Appointment of the Board

The Board of Directors, led by the Chairman of the Board, shall direct and control management to ensure the effectiveness and efficiency of operations, achievement of the company’s targets and adding value for shareholders, the government, the public, and other stakeholders.

2. Independence of the Board

The Board shall consider, express opinions on, and vote for activities under their authority. If a decision is made under pressure from work, family, or any conflict of interest, it may be made in bias to benefit the directors in question, their family, or other contacts. The independence of the Board must be emphasized to protect the shareholders and the company’s benefit. Therefore, any director who is not entirely independent shall not make decisions.

3. Role, Responsibilities and Authority of the Board

The Board shall act professionally on behalf of shareholders with high responsibility and accountability in order to steer the company in the right direction, make decisions on important matters with care and loyalty, and protect the benefits of all stakeholders. Therefore, the board must perform its duties independently from management. Responsibilities of the Board also include, but are not limited to, overseeing management’s operations and results, managing risks, and determining remuneration.

4. Role and Responsibilities of the Chairman

- The Chairman is independent of the management and has not been involved in routine management with clear segregation of roles between the Chairman and the management.
- The Chairman shall regulate the board for ensuring highly efficient operations. Also, the Chairman shall support and provide assistance to the management’s operations under the authority delegated by the Board for the achievement of the company’s objectives and targets.
- The Chairman shall encourage directors to perform their duties within the scope of duties and authority with due responsibility for shareholders and stakeholders while adhering to PTT’s Corporate Governance, Ethical Standards and Code of Business Ethics. The Chairman shall also advocate directors’ efforts for promoting a corporate culture of ethics, and good corporate governance.
- The Chairman shall determine, together with the President & CEO, the Board’s meeting agenda.
- The Chairman shall serve as an efficient chairman of the board’s meetings and the shareholders’ meetings.
- The Chairman shall allocate sufficient time for the management to propose topics and for directors to express their opinions on significant matters in a prudent manner. The Chairman shall also promote constructive relations among directors as well as between the Board and the management.



5. Establishment of Specific Committees

To ensure a thorough and efficient examination of the key operation, the Board has established the following 5 specific committees, namely the Audit Committee, Nominating Committee, Remuneration Committee, Corporate Governance and Sustainability Committee, and Enterprise Risk Management Committee.

6. Board Meetings and Receipt of Relevant Documents and Information

Every board member should regularly attend board meetings. Office of the President is responsible for coordinating the meetings, arranging the venue, and preparing appropriate documents. Each director shall be informed in advance of the date and agenda of each meeting and receive supporting information.

7. Company Secretary

The Board appoints a Company Secretary, responsible for arranging board meetings and shareholder's meetings to ensure that they are transparently organized in compliance with applicable laws and regulations.

8. Evaluation of the Performance of the Board

The Board shall evaluate its performance annually to be used as a framework for evaluating the board's performance, and consider, review and analyze its performance for further improvement.

9. Remuneration of Directors and the President & CEO

The Board and the President & CEO shall not remunerate themselves due to a conflict of interest. However, the board through the Remuneration Committee shall be responsible for determining the remuneration. The remuneration of directors shall propose to shareholders for approval. (Details on remuneration for directors and management are reported under Section 2: **"7.4.2 Policy on Remuneration for Management"** and **"8.1.2 (2) Remuneration for the Board"**).

10. Succession Plan

The Board must ensure that PTT has an appropriate nomination process for key management positions at all levels. The President & CEO will be selected through a nomination process that will consider both internal and external candidates, which follows the Standard Qualifications of Directors and State Enterprise Officer Act. PTT has taken steps to develop its executives and set up Group Leader Development to lay down a succession plan for personnel when the time comes for assuming higher positions that become vacant, namely: the President & CEO, Senior Executive Vice President or equivalent, Executive Vice President or equivalent, and Vice President or equivalent.

11. Directors' Development

PTT desires that the directors shall develop their knowledge, competencies, and skills in terms of business operation, good corporate governance, and other curriculum that are beneficial to their performance. To this end, PTT shall support and encourage their training with the Thai Institute of Directors Association (IOD) and other institutions in applicable courses throughout the year, as well as organize regular in-house briefings by inviting experts and consultants to present helpful data for business and directors' performance. For new directors, PTT arranges an orientation program and provides each with a Director's Handbook, documents, and useful information. Lectures on introduction to PTT's business and site visits to PTT's operations are provided within three months of their appointment to establish mastery of the business and various operations' knowledge needed, including policies and practices of good corporate governance.



12. The Criteria for Serving in Various Positions of PTT Group's Executives

Principles for holding a position of director, advisor, qualified person, or holding any position in a company, agency, or other juristic persons of PTT Group's executives are detailed in line with the policies and guidelines of PTT Board of Directors, which are in PTT's Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook, in Thai and English, on PTT Intranet and PTT website.

Governance of Subsidiaries and Associated Companies

Governance Mechanisms

PTT defined a governance policy for PTT Group by preparing the "PTT Group Way of Conduct" guidelines, which compile work procedures in various aspects of PTT Group so that their work procedures shall be in conformity and unity as a governance tool for PTT and affiliates. All are required to practice and drive towards the same standard across PTT Group through PTT's representatives assigned as directors, management, and officers. This way, PTT Group commands unity in action, leading to synergy, enhanced capability, and strength in international competition for PTT Group to in turn lead to joint growth in a transparent and sustainable way.

Below is the scope of PTT Group management, which consists of five governance principles:

- 1. Definition of Key Strategic Positions for PTT's executives and employees**, based on the joint agreement of PTT Group or other business terms.
- 2. Rules and Regulations**, including directives that form part of the governance designed to drive linkages between PTT Group's policy governance and its successful implementation. Such rules, regulations, policies, and directives are to be put into practice and driven towards a uniform standard throughout the group by PTT's representatives assigned to serve in these companies as directors, top executives, management, and officers.

3. Reporting Line and Performance Management:

PTT Group must report implementation updates under assorted policies to PTT management and/or the Board.

- 4. Multi-level Governance:** This is to proceed through PTT Group Way of Conduct from PTT direct to subsidiaries. PTT authorizes this governance through its executives serving as the top executives there. To this end, such companies must develop their own group governance to convey the PTT Group Way of Conduct concept to its affiliates so that a single standard may govern the entire PTT Group.

- 5. Management Committee:** Such as PTT Group Management Committee (PTTGMC) and other policy committees play a key role in driving the efficiency of PTT Group governance since they represent a forum for consultation and joint definition of business directions. In place is regular performance reporting under PTT Group Way of Conduct by PTT Group to PTTGMC to track business efficiency and effectiveness. PTT also defined the key roles and duties under PTT Group Way of Conduct as follows:

Roles of the Shareholder:

- Appointing the Board to work on their behalf.
- Defining the Company's business direction or deciding on matters of significant impact through shareholders' meetings.
- Attending to exercise their voting rights at shareholders' meetings to appoint or remove directors, appoint the external auditor, and consider matters affecting the company, including dividend payout allocation, definition, or amendment of the articles of association or memorandum of association, capital increase or decrease, and approval of extraordinary items.
- Auditing the board's performance.

Roles of the Board:

- Steering the company for sound management by defining objectives and goals, strategies, policies, and allocating key resources for objective and goal achievement, including monitoring, assessing, and ensuring performance reporting.
- Creating sustainable value for the business, leading to competitiveness and outstanding performance outcomes with due regard for long-term impacts. Engaging in business with ethics and respect for rights while exercising responsibility for shareholders and stakeholders, among others.
- Ensuring that all directors and management execute their duties of care, loyalty, obedience (compliance with the law, corporate objectives, articles of associations, resolutions of the Board and shareholders' meetings), and of disclosure (of accurate, complete, transparent, and timely information).
- Assigning explicit scopes of duty to the President and management and monitoring execution as assigned.

Roles of Top Management:

- Managing the company as assigned by the board, specifically by strictly managing the company under the plan and budgets approved by the Board with integrity and honesty, and prudently while acting in the company's and shareholders' best interests.
- Providing linkage of strategies and policies between the company and PTT Group through tangible implementation.
- Executing duties of care, loyalty, obedience (compliance with laws, corporate objectives, articles of associations, resolutions of the Board and shareholders' meetings), and of disclosure (of accurate, complete, transparent, and timely information).
- Executing Governance, Risk, and Compliance (GRC) and providing cooperation to internal audit.

Policy on Serving as Directors in Other Companies of Directors and Management

In 2022, PTT had 35 affiliated companies, six of which are SET-listed flagships. PTT, therefore, adopted PTT Group management structure for synergy and alignment of policies. To achieve this, the Board of Directors appointed directors or management team members as directors in these companies to supervise policies and business management which aligned with PTT's policies for the benefit and value addition of all stakeholders. The objectives of such appointments are:

- 1) To ensure that the management of a given company aligns with the policies of PTT Group, monitor its overall business performance to align with PTT's policy and institute comparable standards.
- 2) To establish synergy for the business of PTT Group and add value to all related parties, including Thailand as a whole.
- 3) To apply specific expertise in support of business, including financial know-how to improve accounting and financial processes to enable a given company to grow robustly. This includes assistance to companies outside PTT Group. The resulting application of the knowledge and expertise gained from serving in such leading companies will enhance the benefit to PTT and foster cordial relations and business alliances with PTT.
- 4) This is part and parcel of the responsibility of the directors and management of PTT.





PTT ensures its consideration of executives or outsiders from the Ministry of Finance's (Director's Pool) for appointment within PTT Group, regarded as a state enterprise, based on the Act on Standard Qualifications of State Enterprise Directors and Employees. Chosen directors from the pool must make up no less than one-third of other directors of a given state enterprise. As of December 31, 2022, PTT had 20 members who belonged to the Director's Pool. It also ensures that PTT executives and such outsiders who serve as directors of PTT affiliates serve on no more than 3 PTT affiliates or other state enterprise affiliates. This is designed to lower risks of conflicts of interest and ensure conformance to applicable laws, as well as to the Cabinet resolution of January 24, 2011, on fraud preventive measures at state enterprises, entitled "The appointment of senior government officials or persons as directors on multiple state enterprises", as proposed by NACC.

In addition, the Board defined guidelines and criteria for serving in various positions by PTT Group's executives. In 2015, the Board decided to adopt them as part of the CG Handbook.

Policy and Guidelines Related to Shareholders and Stakeholders

1) Shareholders' Rights

As the owners, shareholders are entitled to determine PTT's business direction or decide on matters of significant impact. Shareholders' meetings, therefore, serve as their key forums for the expression of views, questioning, and voting apart from the election of directors to supervise PTT's operations on their behalf. Shareholders are entitled to attend shareholders' meetings, take adequate deliberation time, and acknowledge meeting minutes.

Shareholder's Meeting

PTT schedules an Annual General Meeting (AGM) within 4 months of the annual closing date of its accounting books. For urgent matters that affect or involve shareholders' interests or involve conditions, regulations, or laws that require shareholders' approval, however, it can call an extraordinary meeting of the shareholders (EGM).

In 2022, the AGM was scheduled for April 8, 2022, at the PTT Auditorium, 2nd floor, PTT Head Office, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900 by strictly complying with measures to prevent the spread of COVID-19 and the guidelines of the AGM Checklist of prepared by the Thai Investors Association (TIA), Thai Listed Companies Association (TLCA), and Securities and Exchange Commission (SEC). In 2022, PTT received a full score of 100 points for the 10th consecutive year and no Extraordinary General Meeting of Shareholders was called.

Delivering Meeting Notices

For the 2022 AGM, the Board meeting No. 2/2565 (2022) on February 17, 2022, resolved to call a meeting on April 8, 2022. Its decision, meeting date, and meeting agenda were disclosed in detail ahead of time by announcing on SET's website to notify shareholders before sending meeting notices. PTT assigned Thailand Securities Depository Co., Ltd. (TSD), its securities registrar, to mail the notices together with agenda details and accompanying documents, supplementary and supporting information for decision-making, opinions of the Board, complete minutes of the last meeting, Form 56-1 One Report, meeting documents, and proxy forms with complete instruction for shareholders more than 14 days before the meeting date. The meeting notices were sent on March 17, 2022, and 3 days before the meeting, the invitation was announced through one Thai and one English newspaper, each for 3 consecutive days (March 30 - 31 and April 1, 2022), to allow shareholders enough time to prepare themselves for the meeting.

The AGM meeting notice and supporting documents were made available at PTT's website 30 days before the meeting date (starting on March 8, 2022).



On the Meeting Date

Before the meeting, the Chairman of the meeting introduced the directors, management, the external auditor, and the legal advisers who served as neutral parties and witnesses. The Chairman then elaborated on the voting and ballot counting for individual agenda items under PTT's Articles of Association as well as voting procedures for each item. Once the information had been provided on each item, the Chairman gave a chance for all attendees to comment or provide recommendations and ask questions, allowing adequate time for debate. For good public hygiene, PTT provided paper and question forms online for shareholders instead of using microphones. The Chairman and management answered all questions clearly and precisely, treating all questions with due respect. For the election of directors, individual votes were required.

The Chairman ensured that the meeting proceeded by the order of the agenda and did not add any item without notifying shareholders in advance. If the meeting should decide to change the order of the agenda, it would need, under PTT's Articles of Association, at least two-thirds of the votes of the shareholders in attendance. Alternatively, the shareholders with at least one-third of all subscribed shares may ask the meeting to consider other matters not mentioned in the meeting notice. At the 2022 AGM, the order of the agenda was not changed, and there was no request to consider any other matter.

At every meeting, the minutes must be completely and accurately recorded with the vote tally on each applicable agenda item. As a rule, a shareholders' meeting lasts 3-4 hours. The 2022 AGM began at 1:30 p.m., with registration beginning at 11:00 a.m. At the meeting's opening, a total of 1,954 shareholders registered, of whom 71 were shareholders and 1,883 were proxy holders, holding a total of 23,169,003,723 shares, or 81.1155% of the total, which exceeded one-third of all PTT's subscribed shares of 28,562,996,250. Below is a description of meeting attendants and those responsible for issue clarification:

- All 14 PTT directors attended the meeting (Due to Mr. Don Wasantapruerk pass away on March 14, 2022, representing as 100% of the Board attend the meeting). The Chairman presided as the Chairman of the meeting with the specific committee chairmen, members, the President & CEO, Chief Operating Officer - Upstream Petroleum and Gas Business Group, Chief Operating Officer - Downstream Petroleum Business Group, Chief New Business and Infrastructure Officer, and Chief Financial Officer together provided supporting information on stage and through electronic channel. The Senior Executive Vice Presidents, Executive Vice Presidents, and Management of PTT Group attended at the front rows to provide information for relevant questions. Independent directors served as proxies for minor shareholders.
- Auditors from EY Office Limited are Miss Waraporn Prapasirikul and Mr. Kittiphun Kiatsomphob.
- Legal advisers from Weerawong, Chinnavat & Partners Ltd. (witnesses in charge of the examination of voting disputes through out the meeting): Mrs. Veeranuch Thammavaranucupt and Miss Pratumporn Somboonpoonpol.

Shareholder Count (as the AGM adjourned at 3:30 p.m.)

A total of 2,006 shareholders, 91 shareholders and 1,915 proxy holders attended the AGM, representing a total of 23,208,062,206 shares or 81.2522% of the total shares.

Practical Guidelines for Reporting Conflicts of Interest

As specified in PTT CG Handbook, all directors, management, and employees must prepare reports on conflicts of interest, consisting of annual reporting forms and a new interim reporting format in case of changes. At a given meeting, those with vested interests or conflicts of interest with PTT must inform the meeting to excuse themselves and abstain from voting on each such matter.

At each shareholders' meeting, any director with vested interests or involvement in any agenda item must inform the meeting to excuse themselves and abstain from voting on each applicable agenda item.



Disclosure of Shareholders' Meeting Results

For the 2022 AGM, PTT submitted a summary of AGM resolutions to SET and SEC on the evening of the meeting date (April 8, 2022). It also submitted the minutes of the AGM (each agenda clearly separated, the number of directors in attendance absence, questions raised by shareholders, and answers from directors, together with the voting tallies of each agenda item) to SET and SEC within 14 days of the meeting. Meeting information, videorecording, photos, and audio-recording are accessible through PTT's website.

2) Equitable Treatment of Shareholders

PTT treats all shareholders fairly despite their different shareholding proportions and corresponding voting power. Shareholders' fundamental rights are conserved regardless of their gender, age, race, nationality, religion, belief, social status, physical impairment, or political inclination. Information on the shareholders' meeting was announced ahead of the meeting in Thai and English. Directors with vested interests in any agenda item must excuse themselves from the meeting on that item. All shareholders have equal rights to take part in PTT's activities.

Proposing Additional Meeting Agenda Items and Nominating Directors

To enable minor shareholders to take part in business oversight, for the 2022 AGM, PTT has defined the criteria and consideration process for entitling them to propose meeting agenda items or nominate directors in advance, or both, so as to deliberate agenda items that could prove useful to PTT, including the selection of qualified directors to perform their duties efficiently in the best interests of PTT, shareholders, and stakeholders. In practice, shareholders with a combined holding of at least 5% of the total eligible votes or at least

1 million shares held uninterrupted for at least one year could propose agenda items or nominate directors before the AGM from September to November 2021, in case the nomination of directors needed the approval of the State Enterprise Policy Committee (SEPC), under the guidelines for the appointment of state enterprise directors under the resolution of the Cabinet of August 6, 2019.

For the 2022 AGM, PTT posted such criteria on its website and an announcement on SET's website from September 1 to November 30, 2020. However, this attracted no recommendation of such agenda items or nomination of directors, and the Company Secretary duly informed the Board meeting on the matter. In addition, PTT informed shareholders to submit questions in advance for the 2022 AGM via 3 channels, namely acknowledgment mail sent together with the invitation letter, electronic mail at corporatesecretary@pttplc.com and facsimile number 0-2537-3887. In the 2022 AGM, there were shareholders who sent questions in advance through the aforementioned channels and PTT clarified the details to them and disclosed in the Minutes of the Meeting.

Facilitating Shareholders at the Meeting

Though the AGM was convened during the COVID-19 pandemic, when the safety and health of attendees were crucial, PTT did its best to facilitate all shareholders by manning officers to welcome and take care of them and providing adequate convenience under social distancing measures. Security precautions and emergency contingency plans were in hand. The web-live broadcast was provided on PTT's website. Examination of registration credentials was available seven days in advance. Officers provided photocopying services and verified documents. On the meeting day, registration opened two and a half hours early and was extended until the period before the last meeting agenda. A barcode system facilitated registration and voting.



Since most shareholders at the AGM were Thais, it was conducted in Thai. However, for the benefit of foreign shareholders, PTT commissioned the translation of shareholders' meetings, supplementary documents, and relevant documents into English. Its website is also bilingual. It also provided officers with a good command of English on hand at meetings to facilitate foreign shareholders. If shareholders cannot communicate in Thai but want to pose queries or discuss topics at the meeting, PTT arranges for suitable communication and provides translation into Thai for both queries and answers for the benefit of other shareholders to preserve their rights and ease communication needs for foreign shareholders.

Appointing Proxies

To maintain the rights of those who could not attend the 2022 AGM in person, they could appoint proxies or delegate their votes to any independent director in attendance. To this end, PTT has specified these independent directors' names on proxy forms defined by the Ministry of Commerce for voting on behalf of shareholders without conditions. PTT treats proxies as if they were shareholders. As a rule, 30 days before each meeting, PTT discloses the proxy form, attached with details and procedures, on its website. Shareholders may make further inquiries about this by phone or through other channels such as PTT's website and e-mail.

3) Roles towards Stakeholders

As the national energy company, PTT accounts for all stakeholders' rights and interests by establishing guidelines for addressing the needs of each group in and outside the corporation, as well as its own responsibility for society and the environment. Stakeholders fall into six groups with a different mission targeted for each group in response to their different needs:

Public Sector

Ensuring long-term energy security by providing sufficient high-quality energy supply at fair prices to support economic growth.

Society and Communities:

Maintaining an excellent corporate standing in Thai society by exercising environmental stewardship of internationally accepted standards and improving the quality of life for communities and the wider societies.

Investors:

Operating profitable businesses that lead to sustainable growth while generating optimum returns.

Customers:

Ensuring customer satisfaction and loyalty by delivering world-class quality products and services at fair prices.

Suppliers and Partners:

Conducting fair business practices with all partners while promoting trust, good relationships, and cooperation to expand business capability and increase efficiency in long-term business partnerships.

Directors and Employees:

Promoting capability building professionally and ensuring employees' well-being is level with other leading companies in order to strengthen employee engagement.

Treatment of Six Main Stakeholder Groups

1. Public Sector

As the national energy entity with a crucial mission to drive Thailand under the national strategies and tasked with a mission to achieve long-term energy security through the supply of energy of sufficient volumes, standard quality, at fair prices, and in support of public policy to promote national economic growth, PTT conducts major operations as listed below.



- 1) Building energy security on PTT and companies 100% owned by PTT with 5-year investment plan (2022 - 2026) on core businesses:** worth THB 102,165 million was detailed as follows: 45% in Gas Business Unit i.e. Gas Separation Plant (GSP) Unit 7 to replace GSP Unit 1 and GSP Unit 8 to convert liquefied natural gas (LNG) into ethane and LPG, including ethane product storage tanks and receiving terminal to increase ethane import capacity; 20% in Natural Gas Transmission Pipeline Business Unit, including Bang Pakong - South Bangkok Power Plant and the 5th onshore natural gas pipeline projects; 2% in International Trading Business and Downstream Petroleum Business; 8% in New Business and Infrastructure, and Head Office; 25% in PTT's wholly-owned companies, namely expand the capacity of the 2nd LNG receiving terminal (Nong Fab), Map Ta Phut Industrial Port Development Project Phase 3, and Laem Chabang Port Development Project Phase 3.
- 2) Emphasis on new business in line with future world trends both in energy and other areas, with provisional capital expenditure:** over the next 5 years in the amount of THB 238,032 million according to the vision framework Powering Life with Future Energy and Beyond focusing on the clean energy business. The goal is to produce electricity from renewable energy to 12,000 megawatts within 2030 and invest in the integrated electric vehicle business, as well as expanding investment in the natural gas business which is a transition fuel with a focus on expanding the natural gas pipeline network (which is under consideration by the government) and expanding investment in the LNG Value Chain both domestically and internationally. In addition to investing in existing businesses to maintain energy security, PTT also expands investments in other businesses. to cope with the changes in disruptive technology and support modern behaviors or lifestyles, such as Life Science business (pharmaceutical, nutrition, medical equipment and diagnostics) to drive life science business in Thailand and the ASEAN. including logistics and infrastructure business.

- 3) Being a “low-carbon and sustainable organization” ready to drive Thailand towards Net Zero:** PTT Group has announced short-term and long-term goals, aiming to reduce greenhouse gas emissions by 15% by 2030, achieve Carbon Neutrality by 2040 and Net Zero Emissions by 2050, faster than the target of the country. PTT Group has set up PTT Group Net Zero Task Force (G-NET) to formulate proactive strategies, aiming to achieve greenhouse gas emission reduction goals that are consistent with the context of business operations in 3 main approaches: “Accelerate Adjustment - Accelerate Change - Accelerate Planting” or the 3 Ps principles, namely (1) “Accelerate Adjustment”: Pursuit of Lower Emissions, Reduction of the maximum of greenhouse gas emission in the process through important projects of PTT Group, (2) “Accelerating Change”: Portfolio Transformation to increase the proportion of investment by focusing on clean energy business and growth in new businesses beyond energy, (3) “Accelerating Planting”: Partnership with Nature and Society, Collaborating with the government and communities to plant terrestrial and mangrove forests to increase green areas and naturally capture carbon dioxide. In addition, PTT has been given a mission to chair the Thailand Carbon Neutral Network (TCNN), a national network of 275 leading organizations from the public, private and local communities with the goal of being “Thailand’s Leading Network Achieving Carbon Neutrality and Net Zero Goals” driving the participation of various sectors in reducing greenhouse gas emissions, as well as speeding up the preparation of policy proposals for submission to the public sector, aiming to elevate the country’s greenhouse gas reduction standards to be equivalent to international standards for sustainable growth in a climate-friendly society and push forward the Net Zero goal of the country from all sectors together.





4) Public policy support for economic growth and mitigation of COVID-19 impacts along with support for the national grassroots economy closely with the public sector. The key actions are as follows:

- **“Restart Thailand”:** PTT Group helps communities and new graduates through employment that focuses on creating jobs, generating income, and building career skills for the new generation in all regions, totaling more than 25,000 service points in 2021. The project is still operating for the 2nd year in 2022 because despite the better overall economic picture, but still not back to normal. Approximately 23,000 service points participated in the project.
- **State welfare card project - LPG for low-income earners:** Support of partial LPG subsidy, a project under the Ministry of Energy and the Ministry of Finance, was extended to low-income earners, hawkers, and food stalls with state welfare cards by reducing the cooking gas (LPG) price in the amount of THB 100 per person per month until December 31, 2022, to reduce their cost of living, promote low-income earner business and extend the country’s economic breath during the COVID-19 pandemic. PTT has supported that discount since October 2019, worth more than THB 21 million.
- **NGV for the Giving Breath Project** is a project that maintains the retail NGV price for taxi drivers in Bangkok and the perimeter to reduce the impact on taxi drivers and to alleviate public suffering from economic slowdown during and after the spread of COVID-19. PTT has supported the project from November 1, 2021 - December 31, 2022, worth THB 11,080 million
- **Giving Chance for the Youth Project:** Supporting the Equitable Education Fund to help students and youths at risk of dropping out of the education system in 2022 to continue their education through activities with PTT, walk-run accumulated distance from May 15 to June 30, 2022, totaling 45 days, to convert into scholarships worth THB 151 million, helping more than 103,000 children and youths to have the opportunity to return to the education system. In addition, another THB 20 million was contributed to founding the “Initial Fund for Children and Youths in Education Crisis” through the Equitable Education Fund. The total support budget was THB 171 million.
- **Giving Breath for the City Project:** Supporting the goal of creating green areas for Bangkok by planting 1 million trees, PTT has participated by planting 100,000 perennial plants, long-lived shrubs and vines with wood in the areas of PTT and Bangkok Metropolitan Administration (BMA) to help absorb carbon dioxide, trap dust and pollution as well as reduce the temperature around the planting area, providing shade and increasing the livability of urban society.
- **PTT Group Model School:** It is an educational development plan in the form of PTT Group for all 204 schools under its supervision located in 17 provinces across the country. PTT has gathered strengths and knowledge of PTT Group to develop education under the concept of “STEEM 4E” in collaboration with Kamnoetvidya Science Academy and Vidyasirimedhi Institute of Science and Technology to develop children with academic skills (Science, Technology, Engineering, Mathematics (STEM) and English (E) = STEEM) and encourage schools to apply them in teaching and learning or 4E, including Ethics and Growth Mindset, Entrepreneurship, Energy Literacy, and Environment Awareness.



2. Society and Communities

PTT is committed to driving Thailand through enhanced national energy security and economic growth in parallel with a better quality of life for society and communities by applying the Sustainable Development Goals (SDGs) of the United Nations, the 2018 - 2037 National Strategies, the result of surveys of PTT Group stakeholders', societies' and communities' needs, information on significant economic, social and environmental directions, including anticipated impacts after COVID-19, and PTT Group's expertise as guidelines for social development endeavor. PTT emphasized **implementation in two aspects: human resources, communities, and social development** through educational development in sciences and technology fields, including the 21st Century essential skills to support a smooth transition into the future as well as skill development to elevate the life quality of the community to self-reliance through occupational promotion of community projects and businesses, and the promotion of green energy; and **Natural resource and environmental conservation** through increasing and conserving of rural and urban green space and forests with emphasis on community participation in the designing process to maintaining process to reduce impacts of climate change and conserve the eco-system.

Details are as shown in Section 1: Business Operations and Performance **"3. Driving Business towards Sustainability."**

3. Investors

PTT remains committed to being an organization that contributes to economic growth, enhances national competitiveness, develops society, and improves the quality of life while creating innovation and implementing technology in all sectors as well as being a driving force in people's way of life, society, communities, environment to move through change under the new vision through the implementation of 4R strategies (Resilience, Reenergize, Reimagination, and Reform). This would ensure investors of PTT's optimum returns and sustainable growth.

Investors' Activities (Common Shareholders)

Since 2006, PTT has arranged ongoing trips for minor investors to visit its operations, update information, and meet management as well as participate in PTT's CSR activities in Rayong province.

In 2022, due to the continuous outbreak of the COVID-19 pandemic, PTT decided to halt the company site visit to prevent the spread of COVID-19 for the safety of participants.

Shareholders interested in taking part in the visits next year (2023) can follow project updates and details on PTT's website. PTT reserves the right to invite only those who have never taken part in this activity.

Activities for Institutional Investors and General Investors

In 2022, due to the continuous COVID-19 pandemic, PTT organized activities for institutional investors and general investors via online networks, using modern technology systems for the convenience, speed, and efficiency of 24-hour information access of analysts and institutional investors. In addition, PTT is backing to organize regular activities.

Investors' Activities (Debenture/ Bond Holders)

PTT has issued and offered debentures to shareholders since 2003. In 2022, PTT redeemed a total of THB 40,000 million debentures. At year-end, PTT's Baht-denominated debentures holders numbered 21,882. Since 2010, PTT has staged ongoing debenture holders' activities to serve as a channel for maintaining cordial relations with them and repay them for their confidence in PTT bonds over the long term. This year's activities were modified to align with the relaxation of government measures during the COVID-19 pandemic for the safety of participants by maintaining a diversity of activities to meet the needs of bondholders, and advanced technology was used to organize various seminars through online channels by live streaming. Happiness Activity was created in the form of a brochure to reduce the use of paper and support the country's direction towards a low-carbon society. Bondholders can also access all event details via online channels.



PTT continues to strive to increase efficiency and enhance the satisfaction of bondholders by developing the service through PTT Debenture Line Official Account and Mobile Application. At year-end, over 7,000 bondholders joined the membership of various systems.

4. Customers

PTT divides its market into domestic and overseas with two major groups of customers: Business to Business (B2B), which consists of customers in gas, international trading, and infrastructure businesses, and Business to Customer (B2C), with customers in the vehicles and gas business, where the core products are natural gas, crude oil, petroleum products, petrochemicals, and chemicals.

PTT listens to customer needs and expectations to analyze them through assorted channels, including customers visits, seminars both onsite and online, opinion surveys, and customer informations via online channels for instance, developed official website of international Trading Business Unit which connect to 5 affiliates and agencies under business units globally as well as, developed Customer Service Center Website (CSC website) which also provide information on competitors, state of competition and technology, customers' behavioral trends and lifestyles, market environment, and future needs of customers. All input is reviewed together with other information, namely situations, and trends of energy economics, public policies, regulations, technological innovations, and financial and economic information for the design of products and services that match the needs and expectations of current and future customers.

PTT constantly developed supporting systems to facilitate and ensure customers' accurate, timely and correct transactions with PTT, including Robotic Process Automation (RPA) in the e-Billing and e-Payment, SMART Deal Recap to support trading processes, and added a new communication channel (LINE Official) to ease contact. In addition, an online training platform was developed for knowledge sharing and experience exchange, where customers can attend various courses online at any time.

The Internet of Things (IOT) has been introduced with energy management and energy use enhancement for customers. All of these can foster good relations with customers, leading to repurchases and words of mouth, resulting in engagement with PTT.

PTT also developed a service standard manual and procedure manual that are comprehensive, including manuals on service station standards, gas customers, pipeline emergency response plans, gas pipelines for industrial factories, and procedures for gas metering. It provided its services in compliance with the standard controlled by the Energy Regulatory Commission of Thailand and regularly reported its operations to the commission as required or, in the case of violation of the standard, within the specified period.

In place is PTT satisfaction, dissatisfaction, and engagement assessment versus competitors via the annual satisfaction survey, featuring constant query development. Customers' satisfaction and dissatisfaction have been regularly compiled and analyzed for product and service proposals or prompt problem-solving.

PTT has kept a high level of customers satisfaction despite the impact of the volatile and competitive gas market by planning for customers after-sales service activities such as seminars to meet with customers and clarify the gas situation, providing technical services, listening to problems and complaints to develop improvement plans, and regularly sending information to customers. Among these initiatives is the development of GASTALKTH.COM, an online classroom service platform that collects news about various types of fuels, maintenance techniques for gas pipeline systems and equipment, energy efficiency laws, and techniques for industrial factories transferred by PTT experts. Those interested can enroll in an unlimited number of classes, with PTT and its customers collaborating on social activities such as organizing a Virtual 30 Days Challenge exercise and accumulating calories to convert into scholarships for local students. Tree planting activity in the customer's neighborhood and the Khung Bang Kachao area.



PTT classifies complaints by severity of impact, by defining Service Level Agreements for each type of complaint. Related units must resolve problems within a given period. All complaints must be initially addressed within 24 hours, and after problem resolution, an inquiry into customer satisfaction with PTT's problem-solving will be made. At the same time, customers will learn of PTT's long-term problem-solving plans for their confidence and satisfaction to ensure customers' continued buying of PTT's products and services.

Customer Satisfaction Survey (%)

	Natural Gas					Trading
	Natural Gas	Power Plants and Wholesale	Industry	Petroleum and Petrochemical Products	NGV	
2022	92.2	90.0	92.9	89.9	90.6	90.8
2021	92.2	90.8	92.6	91.3	90.2	99.3
2020	91.8	89.9	92.4	91.7	88.4	95.6

5. Suppliers and Partners

Since suppliers and partners are keys to business success through mutual support, PTT values and treats them fairly through fair competition, mutual respect, and good cooperation. PTT strictly complies with contracts and procurement processes since they are vital to the determination of expenses and the quality of PTT products and services. A clear procurement procedure is in place to ensure transparency, accountability, and maximum benefit.

To achieve its resolution, PTT is committed to doing business for sustainable growth in parallel with good governance for communities, society, and the environment. It, therefore, values supply chain management such that it is clearly in place by developing risk management processes and mitigation of impacts arising from business partners' conduct to support the success of supply chain management. The key factors for the drive are as follows:

1. Business policy and directions

This means PTT's policies and strategies are key factors for forging awareness among employees and society of PTT's commitment and business direction. Therefore, PTT issued a **PTT Group policy on procurement and sustainable supplier management** in 2015.

To provide PTT's business partners with guidelines for conducting business in line with the corporate sustainable management concept, PTT revised the **PTT Supplier Sustainable Code of Conduct (SSCoC)** and announced its fourth edition on November 1, 2022, by setting the content and scope to be under the requirements, regulations and relevant laws. This will help to drive PTT's suppliers to operate ethically, respect human rights, occupational health care, and the safety of employees, including the importance of sustainable environmental management, issues that PTT pays attention to, consisting of 4 main topics as follows:

1. Business Integrity
2. Corporate Social Responsibility
3. Safety
4. Environmental Management



2. Sustainable supplier selection and management process development

For supply chain management to be in line with the organization's direction, PTT has established guidelines for supplier management that take into account Environment, Social and Governance (ESG) impacts. Assessing risks and impacts from the perspectives of the environment, society, and oversight of goods and services groups, PTT divides business partner management into Critical, Key, and Managed (in order of potential severity of impacts) levels. For those in the Critical group, management actions will be more intensified than in the other groups. Besides, formally acknowledging PTT Supplier Sustainable Code of Conduct, they must respond to the Sustainability Performance Assessment Form. After self-assessment, if they fail, they will need to formulate ESG Corrective Action Plans. PTT reserves the right to audit business partners' self-assessment outcomes. In 2022, PTT team in conjunction with a third-party agency conducted sustainability assessments of 8 "Critical" business partners. Overall, their scores passed the criteria set by PTT. A project designed to develop suppliers' sustainable operation caliber was launched, under which PTT selected major business partners whose operations involved ESG for training on sustainability capability development and practices and sustainability capability self-assessment for development planning in line with PTT's policy. In addition, PTT has PTT Green Procurement policy conforming to the public sector. A system was developed in support of green procurement through the PTT Vendor Management System, which compiles green spending data. As of the year-end, 21 tasks were related to such green spending and green products, valued at some THB 345 million.

PTT and PTT Group seriously take the reduction of risks in product/ service supply, boosting of confidence in supplier services, and sustainable procurement of international standards of PTT Group. In 2022, PTT prepared PTT Group Sustainable Procurement Manual in line with the standard criteria of ISO 20400:2017 Sustainable Procurement and applied the ISO 20400:2017 criteria with the joint procurement of 3 groups among PTT Group. It planned to extend this practice to cover all business groups in 5 years.

In addition, to illustrate PTT's transparency and confidence in business operations, PTT joined public agencies in preventing and suppressing corrupt practices by signing a memorandum of cooperation on driving such actions with the Office of the National Anti-Corruption Commission (NACC), State Enterprise Policy Office (SEPO), and other state enterprises to ensure that the national strategy on prevention and suppression of corrupt practices, relevant measures, relevant government policies, and action plans are successfully driven to implementation in state enterprises under CG. To this end, for the provision and disclosure of information on procurement, PTT disclosed related data in compliance with the announcement of the Official Information Commission on the requirement that information on the outcomes of procurement deliberation of public agencies must be opened to the public under Section 9 (8) of the Public Information Act of B.E. 2540 (1997). Disclosure is to be done monthly through www.pttplc.com for public examination. Note that PTT's procurement information disclosure is subjected to annual assessment through a project on State Enterprise Integrity and Transparency Assessment (ITA), sponsored by NACC. In 2022, score for PTT was 100% on procurement information disclosure, based on the assessment of visual evidence inspection.

Since August 24, 2017, PTT has complied with the Public Procurement and Supplies Administration Act, B.E. 2560 (2017). It amended its own processes by requiring the disclosure of its annual procurement plan for interested parties to join price bidding contests at PTT and manage their bidding readiness. PTT has disclosed its 2021 annual procurement plan via three channels: www.pttplc.com, e-Government Procurement (e-GP) of the Comptroller General's Department, and bulletin boards at PTT offices.



PTT has appointed Procurement Governance and Audit Committee to ensure transparency of procurement, both those requiring compliance with Public Procurement and Supplies Administration laws and those direct commercial procurement requiring compliance with PTT regulations already approved by the Public Procurement and Supplies Administration Policy Committee. The committee consists of executives from procurement and legal units and the Office of Corporate Audit, charged with roles and responsibility for governing and audit procurement processes to ensure compliance with laws, regulations, criteria, and relevant processes. Annually, the committee inspects procurement processes randomly to detect deficiencies, causes, and preventive measures. In 2022, the management was committed to the vision of being a transparent organization and requested each department to set KPIs for procurement compliance to ensure that procurement is worth the value, transparency, fairness, efficiency, effectiveness, and audit.

In addition, PTT has developed PTT Bid Submission system to support the request/ purchase of procurement documents and submitting proposals and prices through online channels, including plans for integrating (PTT Vendor Master System: PTT VMS) to be a part of PTT Vendor Management (PTTVM) system to link PTT's vendor information into a single database. Data can be accurately linked to SAP and the Smart Procurement system used in PTT's internal procurement process, and establishing an ESG assessment system for vendors to self-assess their sustainable business operations, which is the same standard throughout PTT Group. This allows the scope of the ESG Self-Assessment assessment system to be expanded, thereby providing an opportunity for general traders to participate in sustainable supply chain development. Apart from PTT Approved Vendor List (PTT AVL), suppliers in PTT Group can use it together without the need for multiple assessments. PTT AVL's bid acceptance system including general bidding events has also been improved for more efficiency.

3. Capability development of relevant parties

Since the mastery and caliber of relevant parties represent another key factor driving the success of this matter, **PTT values capability development on procurement and management of business partners** by PTT's own executives and employees in a systematic and suitable way. This is achieved through training, communication, and knowledge management (KM), to achieve the sustainability objectives of business partner management. PTT and PTT Group conduct annual reviews and plans for the development of employees in the procurement profession to empower employees to effectively support the transformation of the organization. The focus is on enabling employees to apply information technology systems in conjunction with expertise in working under the Digital Procurement program, developed by PTT for the systematic and flexible operation of the goods and services procurement process, thereby reducing work time in order to increase employee efficiency and effectiveness. Furthermore, to enhance their understanding of laws and practices which are related to the procurement process to empower them to carry out procurement operations more accurately, quickly, and efficiently.

In 2022, PTT organized additional training courses, such as a sustainable procurement guideline workshop in line with ISO 20400:2017 Sustainable Procurement to provide employees with knowledge and understanding of sustainable procurement principles according to international standards, development of PTT Group ESG Auditors to equip employees with knowledge and understanding of assessment criteria, basic auditing principles, guidelines and processes of a good auditor, which can be adapted or integrated into the sustainability vendor audit process, as a guideline for developing each business partner to sustainably conduct business in the environment, society, economy together with PTT Group.



To create an exchange of information and knowledge among PTT and business partners and develop their potentials to be ready to support PTT in terms of operating results, business continuity as well as social responsibility, PTT organized a supplier seminar every year. In 2022, PTT communicated the direction of its business operations, giving opportunities to business partners who are important stakeholders of PTT to exchange procurement information. PTT has applied technology in the procurement process for transparency while developing various systems under the Digital Procurement project, to prepare for and be aware of the world's movements that may affect business operations by focusing on educating suppliers to develop their operational potential in sustainability. In addition, PTT also focuses on responding to the needs and treating all groups of stakeholders with equality, transparency, and fairness, especially those business partners throughout the supply chain that PTT attaches great importance to by developing, supporting, promoting growth, and moving forward together sustainably. Supplier Seminars were organized 4 times for the areas of Head Office, Rayong Gas Separation Plant, Natural Gas Transmission, and Natural Gas for Vehicles.

PTT requires bidders to strictly conform to the rules of work safety and handling of tools, as well as other regulations, particularly the types of work affecting health, safety, and the environment. PTT visits business partners' sites to assess their capabilities, particularly those on the Safety, Security, Health, and Environment side. In addition, business partners' employees must undergo the do's and don'ts on PTT's sites in addition to conforming to the requirements for entering sites to work, as described for each.

PTT Approved Vendor List (PTT AVL) is prepared for the benefit of procurement through bidding to ensure that, under the process to determine business groups and procedures or methods of selecting business partners to register for PTT AVL, business partners are efficient and deliver products/ services that meet PTT's requirements and foster sustainable partnership with PTT. In 2022, PTT AVL consisted of 297 companies from 24 business groups.

To ensure efficient preparation of PTT AVL, PTT considers the criteria, conditions, and qualifications of business partners who apply to PTT AVL in each business group. The initial qualifications of the business partners must meet the following requirements:

1. Business partners must never have abandoned the work of PTT, the public sector, state enterprises, and government agencies.

2. If business partners were removed from the Vendor List, they would have no right to apply for registration in that particular business group for 3 years from the day of revocation. An exception applies if the removal was the result of abandoning the work of PTT, state enterprises, and public agencies, in which case PTT will not accept them to PTT AVL until PTT receives a letter proving the cancelation of such removal.

3. Business partners must understand and acknowledge PTT Suppliers' Sustainable Code of Conduct (SSCoC).

Apart from these initial criteria, PTT assesses business partners' operations and sustainable implementation in parallel.

After business partners deliver products/ services in each allotment, PTT will assess and notify them of the strengths/ improvements to make in operation for future supplier development.

In addition, PTT supports Thai suppliers of goods and services and gives them top priority. Past procurement information reveals that PTT has procured about 94% of local products, generating cash flow in the Thai economic system, promoting procurement of products from the areas where PTT sites are located, and promoting jobs and generating income for people in the communities.

6. Directors and Employees

Employees data are reported under Section 7: Corporate Governance Structure, Topic **"7.5 Employees."**

Respect for Universal Human Rights Principles (Code)

With the rollout of the human rights management system in 2016, PTT has clearly demonstrated its commitment to conducting business with respect for human rights principles in PTT's Human Rights Statement, PTT's Sustainability Management Policy, and PTT's Compliance Policy. PTT has reviewed risk aspects on human rights covering PTT Group's business operations under PTT Group Way of Conduct of 17 companies in 21 countries, or a total of 50 areas. What the Group found were aspects that represented core operational risks: security and occupational health of



employees and contractors, labor rights, suppliers' workplace conditions, community living standards, and the rights of natives. Control measures have been developed and applied along with human rights management plans to keep risks manageable along with raising the management level to be better and quarterly follow-up on plan implementation and report to the relevant committees for acknowledgment and comments as an assurance of maximum effectiveness. In order to be efficient and to achieve the required effectiveness. In 2022, no human rights complaints arose. Constantly, PTT disclosed operating information under the 10 Principles of the United Nations Global Compact. Finally, PTT enrolled in the effectiveness assessment of operating outcomes on human rights organized by Corporate Human Rights Benchmark, with the outcomes also encouraging, and was awarded the Outstanding Role Model Organization Human Rights Award 2022 in the State Enterprise sector by the Rights and Liberties Protection Department, Ministry of Justice for the 2nd consecutive year.

Significant Disputes with Stakeholders

This appears under Section 1: Business Operations and Performance, "5.2 Legal Disputes."

Policies and Guidelines for Stakeholders' Personal Data Protection

PTT attaches great importance to the protection of personal information of all groups of stakeholder. To ensure that relevant stakeholders, PTT will protect and treat personal data under PTT's control in line with the Personal Data Protection Act B.E. 2562 (2019) (PDPA), which became effective on June 1, 2022. PTT has established a personal data protection policy and practice within the organization for PTT's operations related to personal data of various groups of stakeholder, including personal data of customers, partners, and business relations to be equipped with a regulatory process and appropriate as well as concise operational guidelines in line with the law and for PTT's personnel to know how to treat personal data and be able to correctly perform their duties according to such laws. It covers both the collection, use, and disclosure of personal information and keeping personal information safe and secure as well as provides a "Privacy Center" on PTT's website at pttpdpa.pttplc.com

as a channel for various groups of stakeholder who own personal data to know the details of the personal data processing, whether it is a notification form about personal information, purposes of collection, use and disclosure, as well as informing the right to personal information, exercise of privacy rights and communication channels with PTT. Stakeholders can also contact PTT regarding personal data processing by contacting the Personal Data Protection Officer at e-mail: pttdpo@pttplc.com.

Disclosure and Transparency

Disclosure of information is a key index of operating transparency, a crucial factor for confidence among investors and stakeholders. PTT values accurate, precise disclosure of assorted information and creates numerous channels of disclosure so that all stakeholders can gain easy access to information. It promotes awareness among directors, management, and employees of the importance of information disclosure and transparent operations, and creates appropriate avenues for complaints while providing fair treatment to whistleblowers and those complained against as follows:

Financial and Non-financial Reports

PTT disclosed its sustainability reports and performance, taking into consideration all stakeholders' interests, covering Environmental, Social and Governance (ESG) aspects, through the annual information disclosure form/ annual report (Form 56-1 One Report) under "Driving Business towards Sustainability" and included information on the outcomes of sustainability implementation in risk management, management's discussion and analysis (MD&A), and CG, as well as publicized via PTT's website under Sustainability topic. The sustainability performance reporting was based on Global Reporting Initiative (GRI) Sustainability Reporting Standard GRI 11: Oil and Gas Sector Disclosure 2021 (OGSD), Integrated Reporting (IR) model of the International Integrated Reporting Council (IIRC), The United Nations Global Compact (UNGC), and Measuring Stakeholder Capitalism: Towards Common Metrics and Consistent Reporting of Sustainable Value Creation of the World Economic Forum (WEF) and illustrating PTT's commitment to supporting the UN



Sustainable Development Goals (SDGs). Furthermore, PTT applied the Recommendation of the Task Force on Climate-related Financial Disclosures (TCFD) to report performance on climate change. There also was a report review to validate the information by an external party regularly.

Investor Relations

Ever since PTT's privatization in October 2001 and share trading on SET in December 2001, Investor Relations has centralized essential information to investors and shareholders, with financial data like the quarterly performance and financial statements, quarterly Management's Discussion and Analysis (MD&A), corporate strategies, and outlooks of PTT, which are regularly, fairly, and thoroughly disclosed. Investors may call Investor Relations at 0-2537-3518-9, e-mail: ptt-ir@pttplc.com, and log on to the PTT website at www.pttplc.com, which is regularly updated, for information in Thai and English, which includes:

- Company information
- Form 56-1 One Report
- Information for common shareholders
- Information and activities for debenture holders
- Presentations and Webcasts
- Roadshow/ Conference
- Analyst Research
- Activity Calendar
- Code of Conduct for Investor Relations
- Major investment project information
- Policy and business direction statements by management
- Compliance with public policies
- Key plans
- Corporate Governance Policy
- Financial performance
- Non-financial performance
- Highlights of CSR activities
- Procurement
- Name and contact number of Investor Relations.

Through the years, PTT has valued disclosure of information that is accurate, complete, transparent, and comprehensive, as well as continual direct and indirect presentation of performance while keeping investors, shareholders, and relevant parties informed of its data. Highlights appear below:

- **Direct:** PTT regularly reports performance, capital budgets, and industry outlooks to analysts, institutional investors, and employees at Quarterly Analysts' Meetings. In 2022, they were organized through virtual conference (Microsoft Team and Facebook live), in Thai and English, in parallel with regular meetings; conference calls; local and international roadshows/ conferences organized by securities companies/ or those directly contacted with IR; virtual conferences with analysts, institutional investors and/or related parties such as credit rating agencies; continuous application of digital technology e.g. via PTTIR Line Chatbot to provide information to analysts and institutional investors to access operating results, prices of oil, petroleum and petrochemical products, schedules of AGM and Analyst Meeting of PTT Group; dividend payment schedules of PTT Group; via response with autonomous text conversation; press meetings to discuss performance outcomes and investment projects; knowledge sharing e.g. natural gas and new businesses i.e. life science, pharmaceutical, nutrition, medical equipment and diagnostics, EV Value Chain; PTT Group in-depth business analysis from upstream to downstream, a cooperation of PTT Group via PTT Group ESG Day and PTT Group Investor Day for Thai fund managers; participation in SET's Opportunity Day via virtual conferences (Microsoft Team); global institutional investors quarterly meeting via a digital platform (SET Digital Roadshow) to inform investors and analysts of directions and opportunities of PTT business operations according to the new vision. In 2020 - 2022, the following key activities took place:



Activity	2020 (Times)	2021 (Times)	2022 (Times)
Analyst Meetings via Facebook Live/ Webex/ MS Team	4	4	4
Conference Calls (presentations of quarterly performances, capital investment, and other key events (if any))	4	4	4
Domestic roadshows/ conferences (including provision of basic PTT business knowledge, and via virtual conferences)	15	14	12
International roadshows/ conferences (including virtual conferences)	9	11	12
Company Visits/ Conference Calls (Upon Request)	56	69	65
Credit Rating Reviews	4	3	3
Press Meetings	2	3	2
Company visit by analysts and institutional investors	-	-	1
E-mails/ phone calls	10 - 12 times a day	10 - 12 times a day	10 - 12 times a day
Quarterly SET Opportunity Days and SET in the City	4	4	4
Participation in SET Digital Roadshows (organized by SET)	4	4	4
Minor investors' meetings with management and company visits	Two debenture holder visits (2 groups) (October 6 - 8, November 24 - 26) No common shareholder visit in 2020, due to COVID-19	No common shareholder visit in 2021, due to COVID-19	Two debenture holder visits (2 groups) (August 23 - 25, October 4 - 6) No common shareholder visit in 2022, due to COVID-19
Relations activities with debenture holders	15 (5 via online channel)	12 (via online channel)	14 (3 via online channel)

- **Indirect:** Information about PTT, its performance, financial statements, and reports filed with SET is found at www.set.or.th, www.pttplc.com, the "Happiness" magazine for debenture holders (via PTT Debenture Application).
- Investors and interested parties can also mail inquiries to Investor Relations at Tel. 0-2537-3518-9, through e-mail at ptt-ir@pttplc.com, or www.pttplc.com. In addition, PTT has constantly publicized news, business activities, operations, and project updates apart from addressing questions and facilitating contacts for the media and the public. In 2020 - 2022, the activities appear below:



Activity	2020 (Times)	2021 (Times)	2022 (Times)
E-mails	117	292	747
News/ photo releases	117	292	261
Press conferences	6	4	2
Media visits to operations (domestic and international)	2	1	3
Welcoming and providing information to visiting agencies for assorted purposes	7 groups (483 persons)	-	5 groups (168 persons)

4) The Use of Inside Information

PTT has defined guidelines in its CG handbook for all employees on best practices, for the use of inside information and guarding of confidential information. They must guard PTT's inside information or confidential information not yet publicly available, and must not share with other parties inside information learned during the course of their duties or use it to fraudulently seek profit or to cause damage to PTT's interests.

In addition, PTT has a policy for the Board, management, and personnel with the privilege to inside information to refrain from insider trading of PTT stocks as well as those of PTT Group. If necessary, they must report such trading to the Company Secretary at least 2 days in advance. All PTT personnel will be reminded to refrain from using inside information through PTT's contact channels, in particular, upon important events such as capital increase or debenture issuance.

5) Conflicts of Interest

PTT requires information disclosure to prevent conflicts of interest and illegal, improper activities. Under the Board's policy, business decisions made by management and employees must be solely in PTT's best interests. All staff must not only avoid engaging in financial and other relationships with external parties that would lead to financial losses for PTT or a conflict of loyalty or interest but must also not compromise the efficiency of business operations. Those staff with interests or related businesses that may require PTT's reviews and decisions must report their relationships and connection with potential conflicts of interest. PTT is to disallow such connected persons from exercising their authority for and involvement in such transactions.

Reporting Transactions of Potential Conflicts of Interest with PTT

PTT has required the directors, management, and all employees to disclose potential conflicts of interest through a specific disclosure form for suspected conflicts of interest with PTT. In addition, any approval of such items must not contain special conditions or specifications that are out of the ordinary, which form part of PTT's internal controls. PTT's Office of Corporate Audit and the Audit Committee have been entrusted with the monitoring and resolution of issues related to conflicts of interest.



Reporting Vested Interests of Directors, Management, and Related Parties

In the first quarter of 2022, the Board reported a form for reporting the vested interests of directors as basic information to manage the vested interests of directors and senior management. The directors and management are to report such matters every year and with every change in circumstances. The Company Secretary is to compile and submit the copy to the Chairman of the Board and the Chairman of the Audit Committee to check and manage conflicts of interest. In 2022, however, no such cases have arisen.

In addition, newly appointed directors must report their vested interests with directors, executives, and related persons and notify the Company Secretary for further collection and submission to the Chairman of the Board and the Chairman of the Audit Committee within 7 days.

Reporting Changes in Share Portfolios

As part of the oversight of inside-information measures, all PTT directors and management, including their spouses and children under the legal age, must report any changes in their PTT share ownership to SEC under Article 59 of the Securities and Exchange Act B.E. 2535 (1992) and its amendments within 3 days of the date of sale, purchase, disposal, or receipt of such shares. PTT defines a policy of disclosing or reporting the sale, purchase, disposal, or receipt of such shares, changes in share ownership of the directors and management to the monthly Board meeting, contained in advance as a regular agenda item.

Moreover, a week before the closing of the quarterly and yearly financial statements, the Office of the President issues a letter to the directors, management, or units with the privilege to inside information, forbidding them to disclose such information to external parties or unrelated parties, and to buy or sell PTT shares within 45 days (for quarterly statements) and 60 days (for the annual statements) of the last effective date of the financial statements to the notification date of the statements to SET, ahead of the public dissemination of the statements to prevent insider trading.

Filing of Assets and Debts to the National Anti-Corruption Commission (NACC)

Under the Organic Act on Anti-Corruption B.E. 2561 (2018), PTT's directors and top executives, including directors and top executives in the companies where PTT holds more than 50% shares, are required to file a list of their own assets and debts, including those of their spouses both registered and unregistered, living together as husband and wife, and children under the legal age, to the NACC to verify the transparency of assets and liabilities. PTT has reported in the Online Declaration Registration System: ODRS of the NACC when there is a change in appointment or transfer of those responsible for filing assets and liabilities. PTT issues a reminder to each of the directors and senior management as required through a letter, direct notification, and a notification system.

Declaring Vested Interests at Meetings

The Board of Directors has established a policy on Vested Interests in every Board meeting and any other meeting. The Chairman reminds directors to conform to the policy on conflicts of interest on all agenda items, which requires those with vested interests to declare themselves to the meeting to abstain from voting or giving any views so that other meeting attendees have the opportunity to consider, analyze and criticize without the influence of stakeholders. In 2022, there were 11 agendas to inform the Chairman of the Board (a total of 21 meetings).

Review of Connected Transactions

The Audit Committee reviews related transactions and those with potential conflicts of interest that could undermine PTT's businesses to ensure conformance to the law and SET's criteria, all of which must be reported to the Board for approval.

6) Right of Shareholders

PTT has defined guidelines on the rights of shareholders and equitable and fair treatment and has a written policy and guidelines for the rights and equitable treatment of shareholders for directors, management, and employees to comply with under PTT's "Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook".



7) Anti-fraud and Corruption

PTT is committed to run its businesses with integrity, transparency, fairness, and adherence to the CG Code, and resisting all forms of fraud and corruption, direct or indirect. Relevant implementations and developments included:

- PTT prepared its annual work plan to be in line with the National Strategy (2018 - 2037), which aims to balance and develop the public administration system to be transparent and free from corruption and misconduct. PTT joined forces through PTT's Corporate Governance and Anti-Fraud and Corruption strategies aiming to elevate PTT Group to be a trusted company, adhering to transparent business management under corporate governance, risk management, Anti-Fraud and Corruption, adequate control and compliance with laws, rules, and regulations.
- PTT realizes that fraud and corruption is a critical problem that causes damage to the country. It is thus important to integrate work and develop anti-corruption networks with government and private agencies to push forward the fight against fraud and corruption in a concrete manner through various cooperation, such as the establishment of PTT's Anti-Corruption Operations Center in State Enterprises, joining Thai Chamber of Commerce Anti-Corruption and Ethics Promotion Committee, National Anti-Corruption Day and International Anti-Corruption Day, participating in discussions to exchange ideas in various forums organized by public and private sectors, etc.
- In 2012, PTT joined the United Nations Global Compact (UNGC) to show its desire to apply to its business the principles of human rights, labor rights, environmental preservation, and Anti-Corruption at the international level.

PTT has presented an update of its compliance with the 10 elements of UNGC on PTT's website www.pttplc.com under Section Sustainability, Subheading: Sustainability Governance, Topic: Sustainability Network.



- PTT enlisted in the declaration of intention to join Thai Private Sector Collective Action Against Corruption (CAC), an endeavor of IOD with the support of the government and NACC. As one of the first 27 companies to do so, PTT underwent the certification process and became a certified member in 2014. PTT won approval for CAC recertification for a third term on March 31, 2021.
- Since 2014, PTT has begun enforcing PTT's and PTT Group's Anti-Corruption Policies. The policies, revised in 2021, contain the essence and practice in line with the laws, practices, and standards of leading companies, including revising the definition of corruption to be clearer and more complete. PTT's Anti-Fraud and Corruption Policy was defined as part of the Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook, and PTT Group's Anti-Fraud and Corruption Policy as a part of PTT Group Way of Conduct so that PTT Group observes the same standards and management approaches and that all companies achieve synergy under the investment objective.

Details of PTT Group's Anti-Fraud and Corruption Policy are as shown at https://www.pttplc.com/uploads/CG/PTTGroupAntiFraudandCorruptionPolicy2022_EN.pdf



- PTT's Anti-Fraud and Corruption Policy forbids PTT's employees to carry out or not participate in corrupt practices as well as all forms of bribery offer or acceptance (direct and indirect). They must seriously observe the Anti-Corruption Policy, which covers various processes, including donations to charities, HR administration, procurement, and internal control.

Details of PTT's Anti-Fraud and Corruption Policy are as shown at https://www.pttplc.com/uploads/CG/PTT AntiFraudandCorruptionPolicy2021_EN.pdf



- In 2015, PTT declared its “No Gift Policy” for any festive period, and enforced practical guidelines under PTT Group’s policy on gifts, entertainment, or other benefits to establish a higher standard for business practices in the hope of having all employees do their best without expecting benefits. To this end, a letter was sent to business partners and external agencies, and signboards were put up on the premises of PTT along with assorted PR channels. PTT was the prototype company of Thailand to truly enforce this policy.
- PTT has developed a Fraud and Corruption Risk Assessment Manual for all units to use as a guideline for fraud and corruption risk assessment in their work processes (Process Level) in order to have an adequate and appropriate internal control process and set to be reviewed regularly. In 2022, the manual was reviewed to align with PTT’s Anti-Fraud and Corruption Policy and Enterprise Risk Management Manual (ERM Manual), as well as comparable to the COSO Fraud and Corruption Risk Management Framework 2016 and best practices of leading companies.
- PTT places great importance on conducting business based on transparency, fairness, accountability, and compliance with the law, with an effective risk management and internal control system. The third-party screening program has thus been set up for auditing and supervising the transparency of transactions with third parties to create a standard for examining the qualifications of those who enter into transactions with PTT to be rigorous and appropriate.

- PTT communicates its Anti-fraud and Corruption Policy and guideline to its subsidiaries, associates, and other PTT-controlled companies, business partners, and stakeholders as well as the public through assorted channels including letters, e-mails, website, PTT intranet, seminars, and exhibitions so that all stakeholders may acknowledge and conform to PTT’s guidelines.
- PTT communicates with its employees and provides training to ensure their understanding of Anti-Fraud and Anti-Corruption measures, PTT’s expectation, and disciplinary actions for non-compliance. The training includes an orientation session, morality courses, and e-Learning, and supports its executives’ and staffs’ participation in public courses on Anti-Fraud and Anti-Corruption.
- PTT applies information technology as a means for its personnel to express their transparency, such as in e-Trading, which shows pre-order trading of PTT and PTT Group’s stocks to prevent insider trading, and a reporting system on receiving/ offering customary gifts, assets, and others benefit under the No Gift Policy; PTT personnel who have to receive and cannot return a gift must report and give it to the Good Governance and Corporate Ethics Department to collect and donate for public use.
- Oversight and monitoring of performance:
 - The Board ensures that PTT commands an efficient system for Anti-Fraud and Corruption to ensure that management recognizes and values Anti-Fraud and Corruption and abides by Anti-Fraud and Corruption measures.
 - The Audit Committee reviews the efficiency and effectiveness of corporate governance, risk management and internal control processes; financial reporting, and other procedures concerning Anti-Corruption measures to ensure such measures are adequate and effective. The committee also regularly reports internal audit outcomes regarding Anti-Corruption measures to the Board and provides best practices to the Board and the executives.



- The Corporate Governance and Sustainability Committee endorses objectives, goals, strategies, and management framework and grants Anti-Fraud and Corruption Policy and implementation directions. The committee annually provides recommendations and guidelines, monitors, and assesses performance, and steers and advocates risk management practices concerning Anti-Fraud and Corruption and process-level corruption by assessing fraud and corruption risk and reviewing Anti-Fraud and Corruption measures for adequacy and suitability.
- Executives establish risk assessment for business processes that may lead to corrupt practices, review the efficiency and effectiveness of internal control processes and measures, and personify proper behavior as well as communicate it to all employees and related parties.
- PTT establishes procedures for maintaining auditable documents and records to confirm the accuracy and suitability of financial reports. The internal control of accounting processes and information storage is audited to verify the effectiveness of Anti-Fraud and Corruption processes and ensure that the entry of financial items is well-evidenced for audit.
- The Office of Corporate Audit reviews items of potential conflicts of interest, the likelihood of corruption, and corporate efficiency for managing risks arising from corporate corruption and those at the operating level. The office also reviews business ethics principles and the code of conduct for executives and employees. It reviews actions and reports to the Audit Committee and top executives immediately when encountering items or actions that could undermine PTT's performance outcomes, including corruption.

8) Disciplinary Measures for Non-Compliance with Policies, Regulations and Guidelines

- Measures, scope, and tools for whistleblower protection:
 - PTT's HR administration process echoes its commitment to Anti-Corruption measures. Although refusal to take part in corruption may deprive PTT of business opportunities, its policy is not to demote, punish, or harm those that do so.
 - PTT's employees should not ignore actions in potential conflicts with Anti-Fraud and Corruption measures. PTT has established channels for whistleblowing and the protection of whistleblowers or those that need advice about conformance to Anti-Fraud and Corruption measures.
 - PTT has established rules on "complaint-filing and whistleblowing on corruption and non-compliance with laws and corporate regulations" to define applicable criteria and guidelines that are suitable and uniform throughout the corporation. Protective measures and fair treatment are in place for whistleblowers or those that provide information.
- Punishment
 - PTT has established a suitable and fair process for punishing violators of Anti-Corruption measures. Any violation of this policy, direct or indirect, will be calls for disciplinary review under PTT's regulations, consisting of fact-finding, investigation, punishment, and appeal. They could also lead to punishment by law. Employees must therefore master and strictly conform to the Anti-Fraud and Corruption Policy in every step of their work.



6.2 Code of Conduct

Code of Conduct and Code of Business Ethics

PTT has its written policy and a code of conduct included in the “Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook” (CG Handbook), based on international standards. The handbook compiles the format, scope of standard behaviors, and actions that the directors, management, and employees must comply with during the course of business and in their duties with ethics, integrity, fairness, and equality. The code maintains PTT’s image as an organization of sustainable growth. Supervisors are responsible for the monitoring and promotion of CG compliance among their subordinates. Violators of the code are subject to disciplinary action.

The essential aspects of the code are included below:

1. Respect and compliance with laws and regulations, and human rights principles
2. Anti-money Laundering
3. Political neutrality
4. No vested interests or conflicts of interest
5. Maintaining information confidentiality and refraining from using inside information for personal gain
6. Responsibility to customers their needs
7. Free and fair business competition
8. Transparent procurement and fair treatment of business partners (suppliers)
9. Community, Social and Environmental responsibility
10. Support of employees’ rights and promotion of their engagement
11. Stringent, transparent, and equitable observance of contracts/ agreements with creditors
12. Internal control system and efficient internal audit
13. Guidelines for receiving and offering customary gifts, assets, and other benefits
14. Safety, occupational health, and the environment
15. Respect for intellectual properties and proper application of information and communication technology
16. Study, understand, verify information accuracy, and communicate responsibly

Details of the complete information on Corporate Governance, Ethical Standards, and Code of Business Ethics are shown at https://www.pttplc.com/uploads/CG/Publication/CGHandbookforOneReport/PTTCG_Handbook_Revision5.1.1_EN.pdf



6.3 Milestone Development on the CG Policy, Guidelines, and System during the Year

In 2022, the Board approved the review and revision of the essence of the CG Policy, guidelines, monitoring system, and the CG Handbook as follows:

- Improving the roles and responsibilities of the Corporate Governance Committee to be the Corporate Governance and Sustainability Committee to make sustainability management roles and responsibilities clearer, and in line with the best practices according to the Corporate Governance Report of Thai Listed Company: CGR).
- Updating the CG Handbook, Revision 5th, with significant improvements as follows:
 - Improved details of trading prohibition of the company’s securities, to be in line with the SEC’s guidelines for disclosing and maintaining information that affects securities prices.
 - Revised examples of predicate offenses under the money laundering law in line with changes in the law (Constitutional Court ruling No. 8/2021).



- Improved the definition of any other benefits in line with the announcement of the National Anti-Corruption Commission Regarding Criteria for Receiving Property or Any Other Benefits by the Ethics of State Officials, B.E. 2563.
- Improved PTT's regulations relating to auditing and supervising processes for transparency in transactions with third parties (Third Party Screening Program) to be in line with the specified process.

In addition, in 2022, the PTT Management Committee (PTTMC) approved the review of significant improvements to policies, guidelines, and corporate governance systems, namely:

- Amendments to PTT's regulations regarding complaints and whistleblowing malpractice, misconduct, and non-compliance with the law, and organization rules to consider complaints related to malpractice and misconduct in a transparent, fair, and efficient manner in line with Corporate Governance Principles.
- Amendments to PTT's regulations relating to audit and supervision processes for transparency in transactions with third parties (Third Party Screening Program) and announcement of PTT's regulations Regarding Criteria and Examination of Persons Conducting Transactions with PTT to create a standard for examining the qualifications of persons conducting transactions with PTT to be concise and appropriate, with risk management and risk management systems in place and effective internal control.

Other Implementation under CG Code

A survey on PTT's CG conducted by the Thai Institute of Directors Association (IOD) under the Corporate Governance Report of Thai Listed Companies for 2022 ranked PTT as "Excellent", with an average score overall and by category higher than the average score of 750 other companies surveyed and higher than the average score of companies in the SET50 group. The survey was based on publicized information in 2022. PTT's other guidelines which might be useful to other listed companies are:

- PTT's current Chairman of the Board is an independent director, so he independently delegates policy and oversees PTT's operations.
- PTT requires that Independent directors must consist of at least half of the directors in office.
- PTT limits the number of listed companies in which each director can hold positions in no more than 3 companies.
- The Corporate Governance and Sustainability Committee Meeting No. 4/2022 dated December 8, 2022, and the PTT Board Meeting No. 12/2022 dated December 15, 2022, considered the "Corporate Governance Principles for Listed Companies 2017" (CG Code) prepared by SEC, and the "Corporate Governance Principles and Guidelines for State Enterprises 2019" prepared by the State Enterprise Policy Office (SEPO), Ministry of Finance. They were of the opinion that PTT's policy, measures, and operational processes are comparable with these two and that PTT also commanded short-term and long-term plans to develop PTT's CG system to suit business directions and trends of other international leading companies.

In 2022, PTT complied with CG principles but did not cover the criteria under the Corporate Governance Report of Thai Listed Companies regarding the composition of the Board, which shall consist of 5 - 12 members. Under PTT's Articles of Association, the Board shall consist of a minimum of 5 but not exceeding 15 directors. The current Board consists of 15 directors, which complies with the Articles of Association and suits operations in the petroleum businesses, which need qualified experts in assorted fields essential for PTT business operations. The Board also appointed 5 specific committees to assist it in screening crucial matters: the Audit Committee, Nominating Committee, Remuneration Committee, Corporate Governance and Sustainability Committee, and Enterprise Risk Management Committee.

(Meeting attendance of the committees is detailed under Section 2: **"8.1.2 (1) Board Meetings"**).



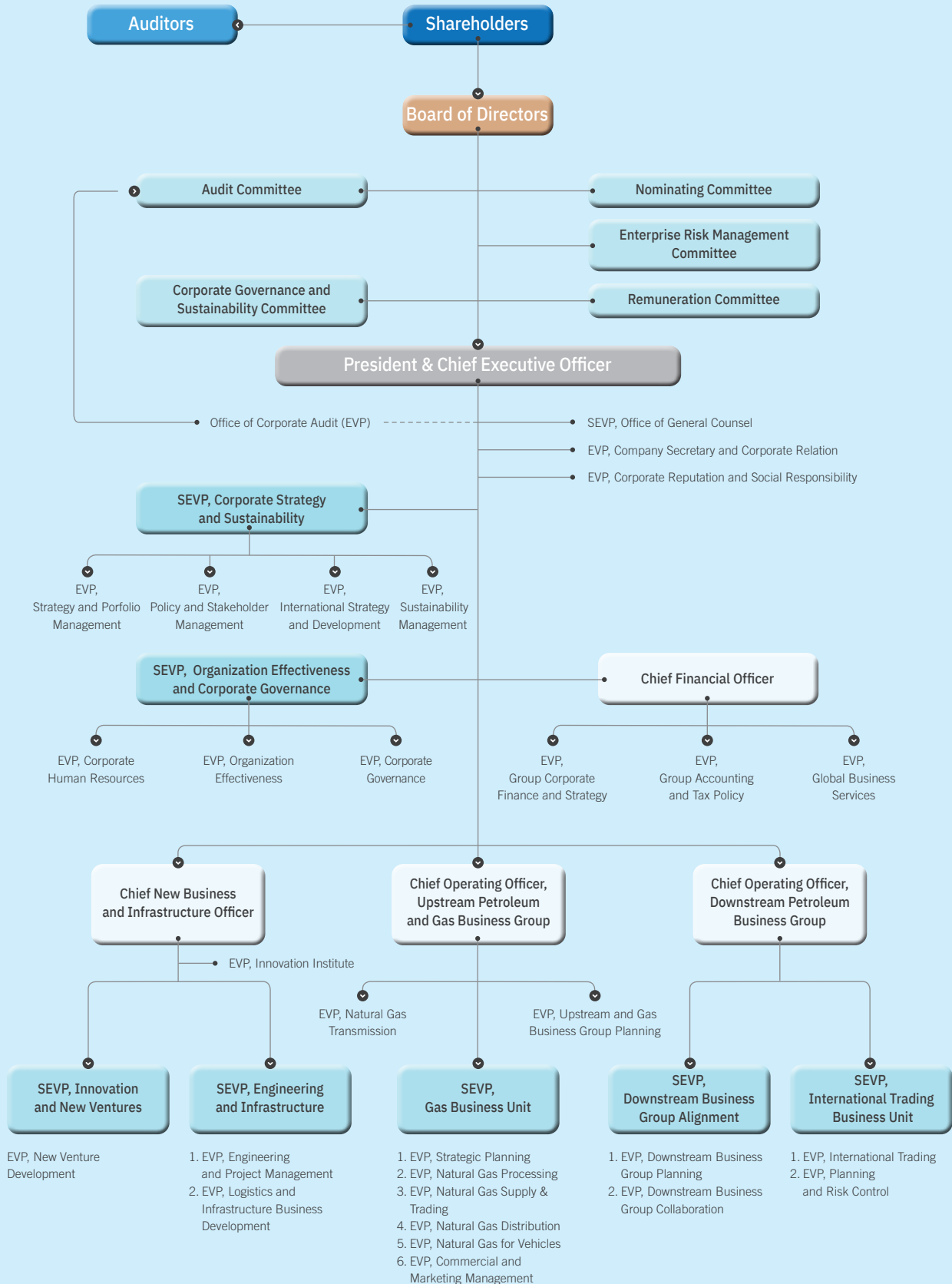
7. Governance Structure and Key Data on the Board of Directors, Specific Committees, Management, Employees and Others



7.1 Governance Structure

PTT Public Company Limited's management structure as of December 31, 2022, comprises the Board of Directors and five specific committees to consider significant matters: Audit Committee, Nominating Committee, Remuneration Committee, Corporate Governance and Sustainability Committee, and Enterprise Risk Management Committee. The President & CEO (President) is the top executive who manages PTT's business groups through 3 groups of 53 management committees.

Structure





7.2 Board of Directors

7.2.1 Composition of the Board

Under PTT's Articles of Association, the Board consists of:

- 5 - 15 persons
- A minimum of 3 independent directors (PTT's CG requires independent directors account for no less than one-half of the Board.)
- At least 1 director must be knowledgeable in accounting and finance.

According to the certification of the Ministry of Commerce dated January 3, 2023, the PTT Board consisted of 15 directors as follows:

- 14 non-executive directors (93.33% of the entire Board)
- 11 independent directors, which exceeds half of the Board (73.33% of the entire Board)
- 1 executive director
- Female directors (none)

7.2.2 Information of the Board and Authorized Directors

The Board of Directors as of December 31, 2022, consisted of:

No.	Name	Position	Date of Appointment
1.	Professor Dr. Thosaporn Sirisumphand	Independent Director/ Chairman of the Board (Appointed as an Independent Director effective from November 6, 2020, and Chairman effective from November 18, 2020)	November 6, 2020 (First term) April 8, 2022 (Second term)
2.	POL. GEN. Rungroj Sangkram	Independent Director/ Chairman of the Audit Committee	July 3, 2020 (First term)
3.	Mr. Danucha Pichayanan	Independent Director/ Chairman of the Nominating Committee	April 12, 2018 (First term) April 9, 2021 (Second term)
4.	GEN. Teerawat Boonyawat	Independent Director/ Chairman of the Remuneration Committee	April 11, 2019 (First term) April 8, 2022 (Second term)
5.	Mr. Jatuporn Buruspat	Independent Director/ Chairman of the Corporate Governance and Sustainability Committee	April 9, 2021 (First term)
6.	M.L. Chayotid Kridakon	Independent Director/ Chairman of the Enterprise Risk Management Committee	December 16, 2020 (First term) April 8, 2022 (Second term)
7.	Mr. Krishna Boonyachai	Independent Director/ Member of the Audit Committee (Having adequate knowledge and experience to review the reliability of financial statements)	July 3, 2020 (First term)



No.	Name	Position	Date of Appointment
8.	Associate Professor Dr. Chayodom Sabhasri	Independent Director/ Member of the Audit Committee (Having adequate knowledge and experience to review the reliability of financial statements)	April 9, 2021 (First term)
9.	Mr. Payong Srivanich	Independent Director/ Member of the Nominating Committee/ Member of the Corporate Governance and Sustainability Committee	April 9, 2021 (First term)
10.	Mr. Phongsthorn Thavisin	Director/ Member of the Nominating Committee	October 8, 2021 (First term)
11.	Mr. Krisada Chinavicharana	Director/ Member of the Remuneration Committee	October 1, 2021 (First term) April 8, 2022 (Second term)
12.	Associate Professor Dr. Narongdech Srukhsit	Independent Director/ Member of the Corporate Governance and Sustainability Committee/ Member of the Enterprise Risk Management Committee	October 8, 2021 (First term)
13.	Mr. Chansin Treenuchagron	Independent Director/ Member of the Remuneration Committee	May 14, 2022 (First term)
14.	Dr. Prasert Sinsukprasert	Director	December 26, 2022 (First term)
15.	Mr. Auttapol Rerkpiboon	Director and Secretary to the Board (President & CEO)	May 13, 2020 (First term) April 9, 2021 (Second term)

Remarks:

In 2022, the Board/ the Annual General Meeting (AGM) appointed new directors to replace those who had either completed their terms and/ or resigned as follows:

- No. 6: M.L. Chayotid Kridakon changed his position from a director to an independent director with effect from November 18, 2022.
- No. 13: Mr. Chansin Treenuchagron was appointed as an independent director with effect from May 14, 2022, replacing the vacant position of Mr. Don Wasantapruet who passed away on March 14, 2022.
- No. 14: Dr. Prasert Sinsukprasert was appointed as a director with effect from December 26, 2022, replacing Mrs. Premrutai Vinaiphath who resigned with effect from November 1, 2022 (Dr. Prasert Sinsukprasert was appointed as Member of the Enterprise Risk Management Committee with effect from January 25, 2023)

7.2.3 Authorities, Duties, and Responsibilities of the Board

Authorities of the Board

- The Board is authorized to supervise and oversee PTT's management's compliance with applicable laws, objectives, articles of Association, and resolutions of shareholders' meetings.



- The Board is authorized to select one director to serve as Chairman and may select a Vice Chairman if appropriate.
- The Board is authorized to appoint the President & CEO who has been nominated under the nomination process and procedures under relevant laws and regulations. The President & CEO shall be a director and secretary to the Board of Directors.

Duties and Responsibilities of the Board

- The Board is authorized to supervise and manage PTT under PTT's Articles of Association to ensure that PTT abides by laws, objectives, articles of association, and resolutions of shareholders' meetings in addition to policies or policy guidelines.
- The Board shall emphasize and devote time to the formulation of the corporate vision, mission, strategies, policies, and business plans. In addition, they shall pursue helpful information for such formulation; review potential risks; ensure management's ability to transform such vision, mission, strategies, policies, and key work plans into efficient and effective fruition, complete with competitiveness and proper performance results with due regard for long-term impacts. PTT must conduct business with ethics; respect shareholders' and stakeholders' rights with responsibility; steer good corporate citizenship with corporate resilience; and encourage innovation within the company. The Board shall review corporate vision, direction, and strategies annually.
- The Board shall review and endorse the company's strategies, policies, and business plans in addition to objectives, financial targets, and budgets as well as key resource allocation to enable objective and goal achievement.
- The Board shall regularly provide oversight, control, monitoring, and review of management performance to ensure that they are performing according to the approved business plans in line with the company's direction and strategy at least annually. To this end, the Board shall advocate corporate culture to achieve the mission, objectives, targets, strategic plans, and business policies.
- The Board shall review and approve significant transactions that create obligations for PTT Group in line with laws, articles of association, policies, regulations, or operational authority, including connected transactions and key transactions. To this end, transaction approval processes shall comply with legal requirements with an emphasis on the optimal interests of shareholders and stakeholders as a whole. The Board shall oversee and resolve potential conflicts of interest and connected transactions.
- The Board shall ensure that the company's accounting systems, financial reporting, and account auditing are reliable, and the assessment processes for internal control and internal audit are effective and efficient.
- The Board shall establish clear and written policies on principles and business approaches for the Board, management, and employees, including the Corporate Governance Policy, Ethical Standards, Code of Business Ethics, and Internal Control Policy. The Board shall ensure communication among the Board, management, and employees so that they all may be kept thoroughly informed and apply with true understanding; as well as monitor and assess the implementation while regularly reviewing policies and implementation effectiveness.
- The Board shall ensure that potential risk factors are considered and the risk management policies for the whole of PTT are established with regular review. The management is obliged to implement the policies and report the results thereof regularly to the Board. The Board shall review and evaluate the risk management processes and effectiveness of risk management by emphasizing the potential signs or irregularity while seeking potential business opportunities arising from such risks.
- The Board shall establish an appropriate remuneration system or mechanism for management to motivate both short-term and long-term performance.
- The Board shall conduct a self-assessment and the assessment on the performance of each specific committee annually to examine its own performance, and disclose the results in the 56-1 One Report.
- The Board shall assign authority and responsibility to the President & CEO for daily management of PTT's operations, ensuring that the operations are alignment with strategic plans, business directions, objectives, policies, and budget approved by the Board. In addition, the President & CEO's performance shall be appraised on a regular basis.



- The Board shall review and approve the remuneration of the President & CEO in keeping with PTT's short-term and long-term performance outcomes.
- The Board shall provide appropriate communication channels for shareholders and the disclosure of information shall be monitored to ensure high standards of accuracy, clarity, transparency, and reliability.
- The Board shall be leaders and role models for excellent performance, compliance with laws and in line with PTT's principles of good corporate governance, and encourage PTT's culture underlined by the commitment to business ethics.
- When the company gains sufficient profits and does not retain cumulative loss, the Board shall propose the distribution of dividends for shareholders' approval at the Shareholders' Meeting.
- The Board shall set up an appropriate regulatory framework for digital technology development in line with changing internal and external factors, including the use of information technology to increase opportunities and develop operations to achieve PTT's key goals and objectives.
- The Board shall consider and approve the master plan and annual action plan on digital technology development.

The Board's Additional Authorities Include:

- Approve long-term investments, such as common stocks, preferred stocks, bonds, debentures, warrants, or other financial instruments.
- Approve financial support, including funds, common stocks, preferred stocks, loans, or others as appropriate for PTT-invested companies.
- Approve debt financing and issuance of debt instruments such as debentures.
- Approve the annual budget.
- Approve procurement and other related matters if the limits exceed the CEO's approval authority.
- Consent to employ, appoint, transfer, or promote employees serving as senior executive vice presidents or equivalent upward. And consent to appoint, transfer or promote employees serving as executive vice presidents or equivalent upward.
- Appoint the Company Secretary.

Authorized Director to Sign and Bind for PTT

According to PTT's Articles of Association, as of January 3, 2023, the directors whose signatures are authorized to sign and bind PTT are either (1) Mr. Auttapol Rerkpiboon, President & CEO, to sign and affix PTT's seal, or (2) M.L. Chayotid Kridakon, and Mr. Phongsthorn Thavisin, jointly sign and affix PTT's seal.

Appointment and Dismissal of Directors

1. The Board consists of 5 - 15 persons who are appointed at shareholders' meetings. In addition, the Board consists of a minimum of 3 independent directors and at least half of the directors must reside in the Kingdom. At least 1 of them must be knowledgeable in accounting and finance. The Nominating Committee also seeks to maintain an appropriate balance and take into account board diversity for consideration including expertise, skills, and qualification without discrimination of gender, race, or religion in the appointment. All directors must have qualifications as specified by law and the Articles of Association. Since 2004, the Board has decided that independent directors must consist of at least half of the Board, a requirement that remains effective until the present. As of December 31, 2022, the Board had 11 independent directors, all of them resided in Thailand. 7 directors are experts in accounting and finance, namely: Mr. Danucha Pichayanan, Mr. Krishna Boonyachai, M.L. Chayotid Kridakon, Associate Professor Dr. Chayodom Sabhasri, Mr. Payong Srivanich, Mr. Krisada Chinavicharana, and Mr. Chansin Treenuchagron.
2. The shareholders' meetings are to appoint qualified directors whom the Nominating Committee has elected and proposed to the Board under the following criteria:
 - (1) Each shareholder has one vote per share held.
 - (2) Each shareholder exercises all votes applicable under (1) in electing one or more persons as directors, provided that no vote is divisible.
 - (3) Candidates with the highest number of votes are to be appointed directors up to the number required at the meeting.
 - (4) If candidates get equal votes, which makes the number of successful candidates exceed that of directors to be elected, the Chairman of that meeting will cast the decisive vote.



3. At the AGM, one-third of the directors or if the number is not a multiple of three, then the number nearest to one-third - will retire from directorship. The directors retiring in the first and second year after PTT was listed are to be drawn by lots. For subsequent years, those with the longest terms are to retire.
4. If a director's seat is vacated for reasons other than term completion, the Board may elect a qualified person without the prohibitions stipulated by PTT's Articles of Association to fill the vacancy at the next Board meeting unless the remaining term of the vacated director is less than two months. The acting director must secure at least three-quarters of the votes of the remaining directors. He or she can also stay in office only for the remaining term of the predecessor.
5. Any director who wishes to resign from directorship must tender his or her resignation to PTT. Such resignation will take effect from the date the resignation letter reaches PTT.
6. For voting to remove any director from the directorship before the completion of his or her term, a three-quarter vote of eligible shareholders present at the meeting is required as well as at least half of the total number of shares represented by the eligible shareholders present at the meeting.

- Must not hold any position in a political party or be an official of a political party.
- Must not be expelled, dismissed, or removed from a position because of malfeasance.
- Must not be a shareholder of such state enterprise or a shareholder of a juristic person in which such state enterprise holds shares. Exceptions apply to directors of state enterprises who are not government officials, government employees, or wage earners with positions or position salaries of centralized, provincial, or local government, or other government agencies. Also, such state-enterprise directors can hold no more than 0.5% of the paid-up capital of the state enterprise in which they serve as directors or juristic persons where the state enterprise in question holds shares.
- Must not hold any position in a juristic person in which such state enterprise holds shares, except where entrusted by the boards of directors of such state enterprise to hold a directorial position or other position in the juristic person in which such state enterprise holds shares.
- Must not be a director or an executive or person with authority over the management or an interest in a juristic person who is a concessionaire or joint-venture party, or having an interest in the undertakings of such state enterprise, except for being a chairperson of the board of directors, director or executive by entrustment of such state enterprise.

Qualifications of Directors

Directors must be duly qualified, without the prohibitions stated in the Public Company Limited Act and the Standard Qualifications of State Enterprise Directors and Officials Act B.E. 2518 (1975) and its amendments, as well as relevant Cabinet resolutions, including:

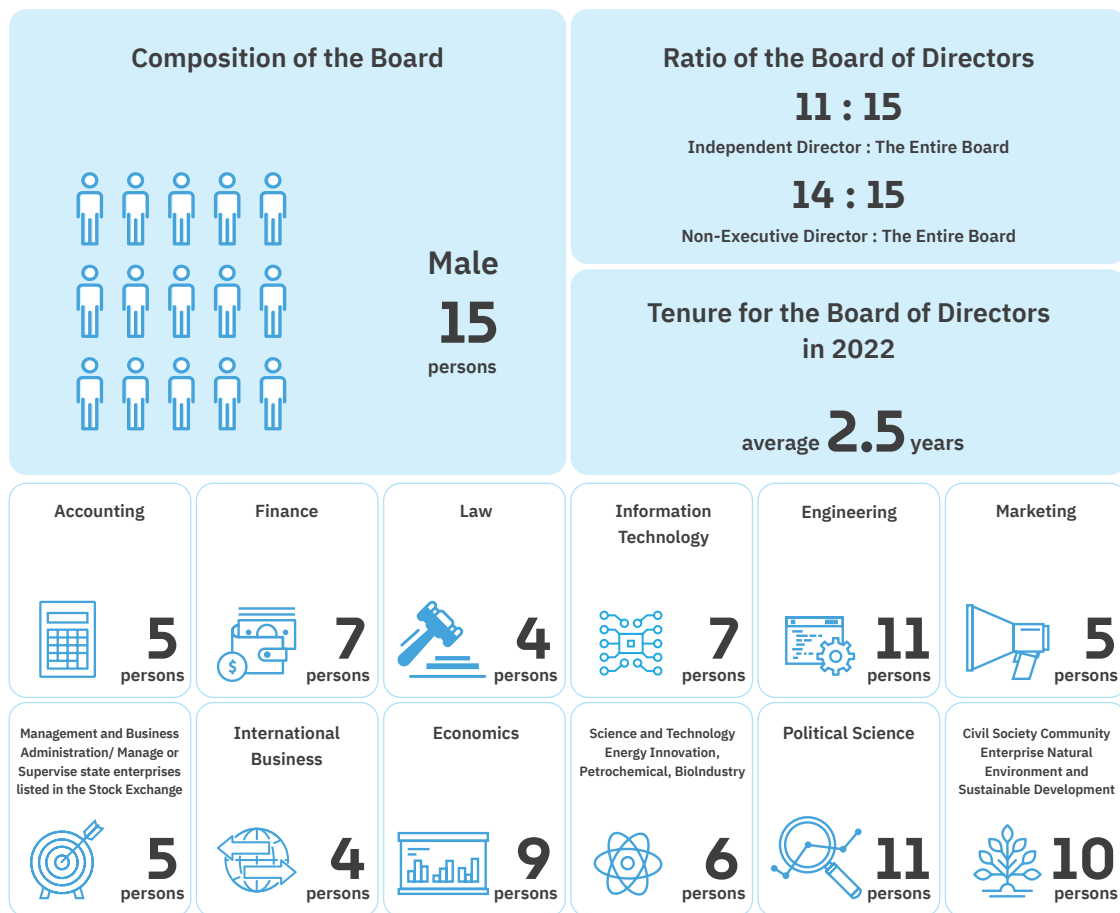
- Must not be over 65 years of age.
- Must not hold more than three directorships in state enterprises or juristic persons in which state enterprises hold shares, including appointments due to their positions and those due to acting assignments.
- Independent directors must command independence as required by SET's Notification on the Qualifications and Scope of Work of the Audit Committee.
- Must not be sentenced to imprisonment, except for violations of the law by negligence or a petty offense.
- Must not be a political official, except for holding a director position under a provision of law.

In addition, the Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook, Revision 5, defines the term holding of a director with the following limits:

1. A maximum of three directorships in the state enterprises/ juristic persons of which the state enterprise is a shareholder.
2. A maximum of three directorships in SET-listed companies provided that the directorships under (2) do not contradict (1). Such directorships in (1) and (2) must not exceed five.

In addition, independent directors and members of specific committees shall serve no more than nine consecutive years.

In compliance with the law, PTT ensures that at least one-third of the Board is listed in the Director's Pool of the Ministry of Finance. As of December 31, 2022, 15 out of 15 PTT directors' names were listed in the Director's Pool.



7.3 Specific Committees

PTT's specific committees as follows:

(1) The Audit Committee

Each quarter the Audit Committee, together with the Financial and Accounting functions and the external auditor (EY Office Limited), reviews PTT's financial reports. The Board is accountable for PTT Group's consolidated financial statements as well as other financial information presented in the annual report. The financial reports are prepared under generally accepted accounting principles and are audited and certified by Miss Waraporn Prapasirikul, C.P.A. No. 4579, of EY Office Limited. Material information, financial and non-financial, is accurately, completely, and consistently disclosed.

The Board approved the appointment of the Audit Committee on October 1, 2001, which consisted of directors with the qualifications specified by SEC laws and SET. The committee must consist of at least three directors. As of December 31, 2022, it consisted of three independent directors as follows:



Name	Position in the Audit Committee	Position in the Board
1. POL. GEN. Rungroj Sangkram	Chairman	Independent Director
2. Associate Professor Dr. Chayodom Sabhasri	Member	Independent Director
3. Mr. Krishna Boonyachai	Member	Independent Director

The Executive Vice President, Office of Corporate Audit served as secretary.

Remarks:

1. POL. GEN. Rungroj Sangkram was appointed Chairman with effect from June 17, 2021.
2. Associate Professor Dr. Chayodom Sabhasri was appointed member with effect from May 20, 2021. He commands sufficient expertise and experience to review and ensure the accuracy and credibility of financial statements.
3. Mr. Krishna Boonyachai was appointed member with effect from July 3, 2020. He commands sufficient expertise and experience to review and ensure the accuracy and credibility of financial statements.

Duties and Responsibilities

1. Review and reassess the adequacy of the Audit Committee Charter annually in accordance with PTT strategic objectives. Final approval of the charter resides with PTT Board of Directors.
2. Review the effectiveness and efficiency of governance, risk management, and control processes.
3. Review and ensure that PTT financial statement is accurate and reliable.
4. Review and ensure that PTT business processes are in line with the Securities Law, the Stock Exchange's regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions, and the relevant laws.
5. Review and ensure that PTT internal audit system is appropriate including the sufficiency of the internal audit budget, resources, and the organizational independence of the internal audit activity.
6. Consider any connected or Conflict of Interest transaction or fraud occurrence that may affect PTT business in accordance with the Stock Exchange's regulations and rules.
7. Review and ensure that the business processes are in accordance with the State Enterprise Assessment Model (SE-AM), including monitoring the implementation of the relevant observations/ recommendations.
8. Recommend to PTT Board of Directors, the Chief of Corporate Audit appointment, removal, and performance.
9. Recommend to PTT Board of Directors, the external auditor nomination, appointment, or termination including its fee.
10. Coordinate with the external auditor and may purpose to review or assess any significant accounting and reporting issues.
11. Receive complaints through the channels and methods identified in PTT's Rule on Complaints and Whistleblowing against Fraud, Malpractice, Misconduct, and Non-Compliance with Laws or Organizational Regulations.
12. Report to PTT Board of Directors the Audit Committee performance at least one time quarterly. For the fourth quarter, the Audit Committee's Annual Report must be prepared and submitted to responsible Ministry of government agencies and the Ministry of Finance.



13. Report to PTT Board of Directors the Audit Committee performance on internal audit activity assessment at least one time annually.
14. Disclose the Audit Committee Annual Report and the external auditor annual fee in the PTT annual report.
15. Either the Chairman or a member of the Audit Committee must attend the PTT annual general shareholder meeting.
16. If competent advice or assistance is needed to perform internal audit activity or other Audit Committee tasks, the Audit Committee can propose PTT Board of Directors to appoint any independent consultant or expert. The costs and expenses of such services or invitations shall be on PTT's account.
17. Inform the CEO any breach of the Securities Law, the Stock Exchange's regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions, and the relevant laws to resolve the issue.
18. Meet at least one time quarterly and must hold a private meeting with the external auditor at least one time annually.
19. Officially meet with the managements at least one time annually.
20. Perform any designated tasks by the laws or PTT Board of Directors under the Audit Committee's duties and responsibilities.

These are in line with the guidelines of PTT Public Company Limited's ordinance on the Audit Committee and the Internal Audit Unit, B.E. 2564 (2021).

In 2022, the Committee held 18 meetings and duly reported its findings to the Board. In addition, it participated in quarterly audits along with the external auditor and the Chief Financial Officer functions.

The Audit Committee disclosed its annual performance in the Report of the Audit Committee.

(2) The Nominating Committee

The Board approved the appointment of the Nominating Committee on October 1, 2001, by appointing three directors. As of December 31, 2022, it consisted of 3 members.

Name	Position in the Nominating Committee	Position in the Board
1. Mr. Danucha Pichayanan	Chairman	Independent Director
2. Mr. Payong Srivanich	Member	Independent Director
3. Mr. Phongsthorn Thavisin	Member	Director

The Company Secretary served as secretary.

Remarks:

1. Mr. Danucha Pichayanan was appointed the Chairman of the Nominating Committee with effect from April 8, 2022 (replacing Mr. Don Wasantapruerk, who passed away on March 14, 2022).
2. Mr. Payong Srivanich was appointed a member with effect from April 9, 2021.
3. Mr. Phongsthorn Thavisin was appointed a member with effect from October 8, 2021.



Duties and Responsibilities

1. Determine procedures and criteria for nomination of PTT's directors so as to ensure transparency.
2. Select director nominees to fill vacancies (due to resignation or term completion) for the Board's or the shareholders' meeting's consideration and appointment with due regard for the composition of the Board, expertise, competencies, and experience that would be useful to PTT in compliance with PTT's Board Skill Matrix and the Director's Pool of the Ministry of Finance and Thai Institute of Directors Association (IOD). Equally important, nominees must have no conflict of interest with PTT, and the qualifications of desirable directors must prove compatible with PTT's business strategies.
3. Appoint the suitably qualified directors to perform duty as Specific Committee, taking into account the compositions of committees in question, suitability, qualifications, knowledge, and competencies. Then, purpose the list to the Board for approval, except for the Nominating Committee which is being appointed directly by the Board.
4. Be directly accountable to the Board, while the Board is accountable for PTT's businesses to all stakeholders.
5. Appraisal performance of the Nominating Committee and report to the Board of Directors in order to disclose them in the annual report.
6. Disclose its performance in the annual report.
7. Hold at least two meetings a year.
8. Perform other Board-assigned tasks.

The procedures and criteria for the nomination of directors are as follows:

1. The Committee defines the qualifications needed for replacements to ensure that new directors meet the criteria and qualifications required by applicable laws and regulations and align with PTT's strategy and operations.

According to the Corporate Governance, Ethical Standards, and the Code of Business Ethics Handbook, the Board should consist of experts from a variety of disciplines needed for the administration of PTT businesses. Specifically, its composition should consist of at least three experts in the petroleum business, one expert in the law, and one expert in finance and accounting. Currently, PTT's Board Skill Matrix consists of Accounting/ Finance/ Laws/ Information Technology/ Engineering/ Marketing/ Business Administration and Management/ Listed State Enterprise Management and Supervision/ International Business/ Economics/ Science and Technology/ Energy Innovation/ Petrochemical/ Biological Industry/ Digital/ Automation/ Artificial Intelligence or Robotics/ Political Science/ Security/ Crisis Risk Management/ Social, Community, Natural Resources and Environmental Activities, Sustainable Development, and Life Science.

2. The Committee summarizes the result of the nomination process and presents a shortlist of qualified candidates for the directorship along with supporting rationale to the Board.
3. The Board considers and selects qualified candidates from the list prepared by the committee and submits their names to the shareholders' meeting for approval. The list must also be endorsed by the State Enterprise Policy Office (SEPO) in conformance with the guidelines on the appointment of state enterprise directors under the Cabinet resolution of August 6, 2019.

In 2022, the committee held 15 meetings, with all committee members at the time in attendance. The Company Secretary served as secretary.

The Nominating Committee disclosed its annual performance in the Report of the Nominating Committee.



(3) The Remuneration Committee

The Board approved the appointment of the Remuneration Committee on October 1, 2001, by appointing three directors. As of December 31, 2022, it consisted of:

Name	Position in the Remuneration Committee	Position in the Board
1. GEN. Teerawat Boonyawat	Chairman	Independent Director
2. Mr. Krisada Chinavicharana	Member	Member
3. Mr. Chansin Treenuchagron	Member	Independent Director

The Company Secretary served as secretary.

Remarks:

1. GEN. Teerawat Boonyawat was appointed Chairman with effect from April 11, 2019.
2. Mr. Krisada Chinavicharana was appointed member with effect from October 1, 2021.
3. Mr. Chansin Treenuchagron was appointed member with effect from May 14, 2022.

Duties and Responsibilities

1. Define the criteria for remuneration and propose fair, sensible remuneration of directors and specific committees to the Board and the shareholders' meeting for approval.
2. Propose guidelines for assessing performance outcomes and remuneration for the President & CEO to the Board for approval.
3. Acknowledge and recommend on organization restructuring and job levels including appraisal remuneration for senior executive vice presidents.
4. Be directly accountable to the Board, while the Board is accountable for PTT's businesses to all stakeholders.
5. Assess its performance outcomes and report to the Board for acknowledgment and disclose them in the annual report.
6. Disclose its performance in the annual report.
7. Hold at least two meetings a year.
8. Perform other Board-assigned tasks.

In 2022, the Committee held 6 meetings, with all committee members at the time in attendance. The Company Secretary served as secretary.

The Remuneration Committee disclosed its annual performance in the Report of the Remuneration Committee.

(4) The Corporate Governance and Sustainability Committee

The Board approved the appointment of the Corporate Governance Committee on June 24, 2004, and approved the restructuring to be the Corporate Governance and Sustainability Committee on October 27, 2022, by appointing three independent directors. As of December 31, 2022, it consisted of:



Name	Position in the Corporate Governance and Sustainability Committee	Position in the Board
1. Mr. Jatuporn Buruspat	Chairman	Independent Director
2. Associate Professor Dr. Narongdech Sruekhsit	Member	Independent Director
3. Mr. Payong Srivanich	Member	Independent Director

Senior Executive Vice President, Organization Effectiveness and Corporate Governance, served as secretary, and Executive Vice President, Corporate Governance, Executive Vice President, Company Secretary and Corporate Relation, and Executive Vice President, Sustainability Management, served as assistant secretaries.

Remarks:

1. Mr. Jatuporn Buruspat was appointed a member with effect from April 9, 2021, and appointed Chairman with effect from April 8, 2022. (From June 17, 2021 - April 7, 2022, Mr. Danucha Pichayanan was the Chairman of the Corporate Governance Committee.)
2. Associate Professor Dr. Narongdech Sruekhsit was appointed a member with effect from October 8, 2021.
3. Mr. Payong Srivanich was appointed a member with effect from April 8, 2022.

Duties and Responsibilities

1. Corporate Governance, operational risk and internal control, and compliance (GRC), and Anti-fraud and corruption
 - Formulate objectives, targets, strategies, management framework, and assign policy and operational guidelines in line with PTT's strategies and targets as well as laws, regulations, national and international practices, and require annual review.
 - Provide advice and recommendations to the Board and management on matters dealing with PTT's Corporate governance, operational risk and internal control, and compliance (GRC), and Anti-fraud and corruption, regarding good corporate governance principles, for the formulation of the organization's policies and guidelines in compliance with relevant laws, regulations, criteria, standard, national and international practices.
 - Establish the policy and define scope of guidelines for the supervision, support, and monitoring of PTT's whistleblowing mechanism dealing with fraud and corruption, and non-compliance with laws and corporate regulations.
 - Supervise and monitor the implementation of PTT's Corporate governance, operational risk and internal control, and compliance (GRC), and Anti-fraud and corruption, as well as PTT's whistleblowing, and report the outcome to the Board.
2. Sustainability Management (SM)
 - Formulate objectives, targets, policies, master plan, strategies, guideline, and sustainability management plan based on Environmental, Social and Governance (ESG) to be in line with PTT's strategies and targets, including standards, national and international practices, and require annual reviews.
 - Formulate objectives, targets, strategies, management framework on Corporate Social Responsibility (CSR) and assign policy and operational guidelines in line with PTT's strategies and targets as well as international practices, and require annual reviews.



- Provide advice and recommendations, be a role model, and support PTT's operation to comply with PTT's Sustainability Management Policy and successfully fulfill targets, as well as support the Board, management, and employees to efficiently comply with PTT's Sustainability Management Manual.
 - Supervise and monitor the implementation of PTT's Sustainability Management (SM) and Corporate Social Responsibility (CSR), and report the outcome to the Board.
3. Establish the policy of allowing minority shareholders to nominate directors and propose Annual General Meeting's agenda items.
 4. Advise and provide consultation to the Governance, Risk and Compliance Management Committee (GRCMC).
 5. Perform other Board-assigned tasks.
 6. Hold at least one meeting each quarter.

In 2022, the Committee held 6 meetings with all committee members at the time in attendance. The Senior Executive Vice President, Organization Effectiveness and Corporate Governance, and the Senior Executive Vice President, Office of General Counsel*, served as joint secretary.

The Corporate Governance and Sustainability Committee disclosed its annual performance in the Report of the Corporate Governance and Sustainability Committee.

Remark:

** On October 27, 2022, PTT's approved the restructuring of the Corporate Governance and Sustainability Committee with Senior Executive Vice President, Organization Effectiveness and Corporate Governance, serving as secretary to the Committee.*

(5) The Enterprise Risk Management Committee

The Board approved the appointment of the Enterprise Risk Management Committee (ERMC) on October 25, 2013, by appointing at least three directors, at least one of whom must be an independent director. As of December 31, 2022, it consisted of:

Name	Position in the Enterprise Risk Management Committee	Position in the Board
1. M.L. Chayotid Kridakon	Chairman	Independent Director
2. Associate Professor Dr. Narongdech Srukhsit	Member	Independent Director

Senior Executive Vice President, Corporate Strategy and Sustainability tasked as Chief Risk Officer (CRO) and Chief Stakeholder Officer (CSO) served as secretary.

Remarks:

1. M.L. Chayotid Kridakon was appointed Chairman with effect from May 1, 2021.
2. Associate Professor Dr. Narongdech Srukhsit was appointed member with effect from April 8, 2022.
3. Mrs. Premrutai Vinaiphat was appointed member with effect from July 3, 2020, and resigned from directorship with effect from November 1, 2022.
4. Dr. Prasert Sinsukprasert was appointed member with effect from January 25, 2023.



Duties and Responsibilities

1. Define and review PTT's risk management and corporate stakeholder management policies and scopes.
2. Supervise and support risk management and stakeholder management practices in line with strategies and business goals as well as prevailing circumstances.
3. Provide recommendations, monitor, and evaluate risk management and stakeholder management for further implementation of the Corporate Plan and Risk Management Committee (CPRC) (management level).
4. Review risk management outcome reports and provide recommendations on risks, including specifications of control measures or mitigation plans and development of the risk management system to CPRC for continued efficiency.
5. Review reports of corporate stakeholder management outcomes and provide recommendations on relevant plans to extend positive outcomes or minimize/ offset potential impacts on stakeholders, including the development of a stakeholder management system for CPRC to ensure continued efficiency.
6. Support the Chief Risk Officer (CRO) and Chief Stakeholder Officer (CSO) in achieving PTT's corporate risk management and stakeholder management goals.
7. Report risk management and stakeholder management outcomes to the Board at least every quarter. For factors or events with potentially significant impacts on PTT, the Board must be notified immediately.
8. Screen and comment before submitting for the Board's approval contractual items that are complicated businesswise and contain risks potentially affecting PTT or potentially and significantly affecting PTT's stakeholders, as endorsed by PTT Management Committee.

9. Screen and comment on investment agendas:

- PTT's and PTT Group's wholly-owned investment projects with investment values exceeding THB 5 billion presented to the Board for approval.
- PTT's investment projects in companies where it holds less than 100% shares and those not SET-listed, with investment values exceeding THB 5 billion, presented to the Board for approval before PTT's representative votes in the shareholders' meetings or board meetings in question.
- Investment with risks potentially significantly impacting PTT or its stakeholders, as endorsed by PTT Management Committee.

10. Define and review the corporate innovation policy.

11. Provide recommendations and guidelines for the monitoring and assessment of the long-term and annual innovation management master plan for further implementation.

12. Supervise and promote implementation under the innovation policy and master plan to ensure that the annual operation plan can achieve its goals.

13. Report the results of the implementation outcomes of creative thinking and innovation to the Board for acknowledgment at least every quarter.

14. Define and review the customer and market management framework.

15. Supervise, promote, and support operations under the customer and market management framework to achieve the set goals according to the business direction.

16. Report the performance of customer and market management to the Board for acknowledgment at least every quarter.

17. Hold at least one meeting each quarter.

18. Perform other Board-assigned duties.

The reviewing of the risk management system remains the duty of the Audit Committee and the Office of Corporate Audit.

In 2022, the Committee held 13 meetings with all committee members at the time in attendance. The Senior Executive Vice President, Corporate Strategy and Sustainability, served as secretary.

The Enterprise Risk Management Committee disclosed its annual performance in the Report of the Enterprise Risk Management Committee.



7.4 Management

7.4.1 Management Team Members as of December 31, 2022

(PTT Management Structure as in the organization chart “7.1 Governance Structure”)

Name	Position
1. Mr. Auttapol Rerkpiboon	President & CEO
2. Mr. Wuttikorn Stithit ^{1/}	Chief Operating Officer, Upstream Petroleum and Gas Business Group
3. Mr. Noppadol Pinsupa ^{2/}	Chief Operating Officer, Downstream Petroleum Business Group and Acting President & CEO of Thai Oil Plc.
4. Dr. Buranin Rattanasombat ^{3/}	Chief New Business and Infrastructure Officer
5. Miss Pannalin Mahawongtikul	Chief Financial Officer
6. Mr. Terdkiat Prommool	Senior Executive Vice President, Corporate Strategy and Sustainability
7. Mr. Chadil Chavanalikhikorn ^{4/}	Senior Executive Vice President, Organization Effectiveness and Corporate Governance
8. Miss Peangpanor Boonklum	Senior Executive Vice President, Office of General Counsel
9. M.L. Peekthong Thongyai ^{5/}	Senior Executive Vice President, Gas Business Unit
10. Mr. Prasong Intaranongpai ^{6/}	Executive Vice President, Acting Senior Executive Vice President, Downstream Business Group Alignment
11. Mr. Cherdchai Boonchoochauy ^{7/}	Senior Executive Vice President, Innovation and New Ventures
12. Mr. Chansak Chuenchom	Senior Executive Vice President, Engineering and Infrastructure
13. Mrs. Nivadee Jaroensitipun ^{8/}	Executive Vice President, Acting Senior Executive Vice President, Government Relations
14. Mr. Montri Rawanchaikul	Senior Executive Vice President, seconded to CEO, PTT Exploration and Production Plc.
15. Dr. Kongkrapan Intarajang ^{9/}	Senior Executive Vice President, seconded to President & CEO, PTT Global Chemical Plc.
16. Mr. Kris Imsang ^{10/}	Chief Operating Officer, seconded to President & CEO, IRPC Plc.
17. Mr. Worawat Pitayasiri	Senior Executive Vice President, seconded to President & CEO, Global Power Synergy Plc.



Name	Position
18. Mr. Suchat Ramarch ^{11/}	Senior Executive Vice President, seconded to President, PTT Oil and Retail Business Plc.
19. Mrs. Chanamas Sasnanand	Executive Vice President, Group Corporate Finance and Strategy
20. Miss Jaroonsri Wankertphon ^{12/}	Executive Vice President, Global Business Services, Acting Executive Vice President, Group Accounting and Tax Policy

Remarks:

Nos. 1 - 5 are "Management" under SEC's notification.

1/ Appointed on October 1, 2022, replacing Mr. Atikom Terbsiri who retired.

2/ Appointed on October 1, 2022, replacing Mr. Kris Imsang, who was appointed Chief Operating Officer, seconded to President & CEO, IRPC Plc.

3/ Appointed on October 1, 2022, replacing Mr. Noppadol Pinsupa, who was appointed Chief Operating Officer, Downstream Petroleum Business Group and Acting President & CEO, Thai Oil Plc.

4/ Appointed on October 1, 2022, replacing Mr. Suchat Ramarch, Senior Executive Vice President, seconded to President, PTT Oil and Retail Business Plc.

5/ Appointed on October 1, 2022, replacing Mr. Wuttikorn Stithit, who was appointed Chief Operating Officer, Upstream Petroleum and Gas Business Group.

6/ Appointed on October 1, 2022, replacing M.L. Peekthong Thongyai, who was appointed Senior Executive Vice President, Gas Business Unit.

7/ Appointed on October 1, 2022, replacing Dr. Buranin Rattanasombat, who was appointed Chief New Business and Infrastructure Officer.

8/ Appointed on November 1, 2022

9/ Changed the position name to President & CEO with effect from January 1, 2022.

10/ Appointed on October 1, 2022, replacing Mr. Chawalit Tippawanich who retired.

11/ Appointed on October 1, 2022, as Senior Executive Vice President, seconded to President, PTT Oil and Retail Business Plc.

12/ Assigned to the position of Executive Vice President, Global Business Services, Acting Executive Vice President, Group Accounting and Tax Policy, with effect from October 1, 2022, replacing Miss Wilaiwan Kanjanakanti who was appointed Executive Vice President, seconded to Senior Executive Vice President, Finance, PTT Oil and Retail Business Plc.

Newly Appointed Management/ Position Change in January 2023

Name	Position
1. Mr. Pongpun Amornvivat	Senior Executive Vice President, International Trading Business Unit Effective from January 1, 2023. (Replacing Mr. Disathat Panyarachun who early retirement with effect from December 1, 2022.)
2. Mr. Bandhit Thamprajamchit	Senior Executive Vice President, seconded to President & CEO, Thai Oil Plc., with effect from January 1, 2023.
3. Mr. Noppadol Pinsupa	Chief Operating Officer, Downstream Petroleum Business Group (Off duty from Acting President & CEO, Thai Oil Plc., with effect from January 1, 2023.
4. Miss Peangpanor Boonklum	Changed the position name to Senior Executive Vice President, Office of General Counsel.



Duties and Responsibilities of the President & Chief Executive Officer (President)

Under the Articles of Association, the President is authorized and responsible for managing the Board-assigned and PTT's overall business, which must be strictly and prudently managed with integrity under the Board-approved plans or budget in the best interests of PTT and its shareholders. The President's authority and responsibilities include:

- Operate or manage day-to-day business or both.
- Hire, appoint, remove, transfer, promote, demote, deduct the salaries or wages of, punish and dismiss any employee under the Board's regulations.
- Ensure the preparation and submission of business policies, including operational plan and budget estimation, for the Board's approval, and report the performance outcomes to the Board every three months.
- Ensure implementation of the Board-approved policies, plans, and budgets.

The Board authorized the President to manage PTT's business under the following scope:

- Manage the overall business under the objectives, Articles of Association, policies, rules and regulations, directives, and resolutions of the Board and/or shareholders' meetings.
- Order, contact, command, implement, and sign juristic acts, agreements, orders, announcements, or correspondence with government agencies, state enterprises, or other parties and engage in any essential and suitable action to facilitate this duty.

- Command all employees, including hiring, appointing, removing, promoting, demoting, deducting the salary or wages of, taking disciplinary action against, or dismissing any employee under the rules, regulations, and directives of the Board. For employees serving as advisers, senior executive vice presidents, or equivalent upward, prior approval of the Board is required. The President is also authorized to specify employment conditions for employees and issue rules for PTT's operations provided that they do not contradict the rules, regulations, and directives of the Board.
- Assign the power of attorney or delegate specific tasks to other persons, or both, provided that the action complies with the document on the power of attorney or rules, regulations, or directives of the Board or PTT, or both.

The authority and duties of the President stated above are invalid for any conflict of interest with PTT in any form resulting from the President's exercise of the authority. In 2022, no such cases have arisen.

The Management Committee

The PTT Management Committee (PTTMC) was appointed on October 1, 2001, with the mandate of operating PTT's business. As of December 31, 2022, the Committee consisted of 15 members as follows:



Name	Position
1. President & CEO	Chairman
2. Chief Operating Officer, Upstream Petroleum and Gas Business Group	Member
3. Chief Operating Officer, Downstream Petroleum Business Group	Member
4. Chief New Business and Infrastructure Officer	Member
5. Chief Financial Officer	Member
6. Senior Executive Vice President, Gas Business Unit	Member
7. Senior Executive Vice President, International Trading Business Unit	Member
8. Senior Executive Vice President, Downstream Business Group Alignment	Member
9. Senior Executive Vice President, Innovation and New Ventures	Member
10. Senior Executive Vice President, Engineering and Infrastructure	Member
11. Senior Executive Vice President, Organization Effectiveness and Corporate Governance	Member
12. Senior Executive Vice President, Office of General Counsel*	Member
13. Senior Executive Vice President, Government Relations	Member
14. Senior Executive Vice President, Corporate Strategy and Sustainability	Member and Secretary
15. Executive Vice President, Company Secretary and Corporate Relation	Assistant Secretary

Remark:

* Changed the position name to Senior Executive Vice President, Office of General Counsel, effective from January 1, 2023.

The Management Committee meets at least twice a month. In 2022, there were altogether 52 meetings (46 regular and 6 special meetings).



Duties and Responsibilities of PTT Management Committee (PTTMC)

Provide advices and recommendations to the President on significant issues regarding corporate strategy and business directions, long-term planning, business performance, investment plans, budgets, allocation of resources to PTT and its affiliates, and ensure the uniformity of PTT's operations. PTTMC also provides consultation and recommendations to the President & CEO and promotes operation on the following matters:

- Set the visions and key missions for PTT Group.
- Establish directions, strategies, and business targets for PTT Group along with the performance targets of business units and the group as a whole.
- Define a direction for corporate governance monitoring and integration of Governance, Risk and Compliance of PTT Group.
- Consider the capital allocation structure (budgets and resources) to support future investment and operations of PTT and PTT Group (PTT Group's Capital Allocation Structure).
- Consider the investment management of PTT and PTT Group (PTT Group's Portfolio Management).
- Consider and monitor PTT Group's extension to international investment.
- Establish a policy on human resource management, prepare and develop the group's management of level 14 up in a systematic, professional way for its future missions in line with the Leadership Affiliation and Alignment Program.
- Screen and provide opinions and recommendations on the establishment of standards/ mechanisms for the systems of business administration, human resources, and information, as well as business processes and organizational structures of PTT and its affiliates to be a corporation of sustainability excellence.
- Consider, screen, define policies and principles for

PTT Way of Conduct, and ensure desirable direction.

- Rank significant matters about the allocation of human and financial resources of PTT and its affiliates.
- Jointly resolve significant conflicts between PTT's upstream and downstream petroleum and new business and infrastructure businesses.
- Follow up on progress and assess the performance of the Group against KPIs (PAs & KPIs).
- Scrutinize risk management in the business operations of the Group.
- Screen meeting agendas before presenting to the Board.
- Prioritize Board decisions to ensure effective implementation.
- Appoint sub-committees or working groups, or both, to assist PTTMC's tasks.
- Perform other work as may be assigned by the President & CEO.

To efficiently manage PTT Group to drive the strategies and operations to achieve their goals, PTT has divided its committees into three groups, as of December 31, 2022, as follows:

1. Strategy Committees

Consider, screen, define strategies/ policy, business directions, and operational plans of PTT/ PTT Group in various management aspects, comprising:

- 1.1 PTT Group Management Committee (PTTGMC)
- 1.2 PTT Management Committee (PTTMC) (mentioned above)
- 1.3 Minor PTT Group Management Committee (Minor PTTGMC)
- 1.4 Corporate Plan and Risk Management Committee (CPRC)
- 1.5 Gas Business Strategic Alignment Committee (GBSC)
- 1.6 Downstream Petroleum Business Group Strategic Alignment Committee (DBSC)
- 1.7 Trading Business Strategic Alignment Committee (TBSC)
- 1.8 Upstream Management Committee (UMC)



2. PTT Group Alignment Committees

Provide advice/ suggestions, push/ decide when cooperation between business units or PTT Group is required to enhance synergy and good collaboration, consisting of:

- 2.1 Upstream & Gas Business Group Alignment & Coordination Management Committee (UAC)
- 2.2 Downstream Business Group Alignment & Coordination Committee (DAC)
- 2.3 New Business and Infrastructure Group Alignment & Coordination Management Committee (NBIAC)
- 2.4 Finance & Accounting Group Alignment & Coordination Management Committee (FAAC)
- 2.5 Human Resources Group Alignment & Coordination Management Committee (HRAC)
- 2.6 PTT Group Core Values & KM Alignment Committee
- 2.7 PTT Group Operational Excellence Steering Committee (OpEx SteerCo.)
- 2.8 PTT Group Internal Audit Management Committee
- 2.9 PTT Group Corporate Social Responsibility Steering Committee, Rayong province
- 2.10 LNG Business Cooperation Committee (LBCC)
- 2.11 PTT Group Digital Steering Committee
- 2.12 PTT Group Technology Committee (PTTGTC)
- 2.13 Procurement Strategic Alignment Committee (PSAC)
- 2.14 Properties Acquisition and Utilization Committee (PAC)
- 2.15 International Business Development Committee (IBDC)
- 2.16 PTT Group Corporate Governance Committee
- 2.17 PTT Group ONE Project Committee
- 2.18 PTT Group Sustainability Management Committee (GSMC)
- 2.19 PTT Group Corporate Reputation and Social Responsibility Committee (PTT Group CRSR)
- 2.20 Petrochemical and Refining Integrated Synergy Management (PRISM Committee)

3. Corporate Management Committees

Responsible for overseeing, follow up on the progress of operations, approval/ screening/ giving opinions/ advice/ suggestions in various aspects of organization management, comprising:

- 3.1 Governance, Risk and Compliance Management Committee (GRCMC)
- 3.2 PTT Procurement Oversight Committee (KorTorJor.)
- 3.3 PTT Credit Committee
- 3.4 Upstream Petroleum and Gas Credit Committee
- 3.5 Trading Credit Committee (TCC)
- 3.6 Strategic Investment Management Committee (SIMC)
- 3.7 Upstream Petroleum and Natural Gas Business Group (USIM)
- 3.8 Support Function Budgeting Committee (SFBC)
- 3.9 Non-Life Insurance Fund Management Committee
- 3.10 PTT Innovation Management Committee (PTT IMC)
- 3.11 Information Security Management System Committee (ISMSC)
- 3.12 PTT Idea to Commercialization Gate Committee (PTT I2C Gate Committee)
- 3.13 Thailand Energy Academy Management Committee
- 3.14 Thailand Energy Academy Board
- 3.15 PTT Customer Excellence Committee (PTT CEC)
- 3.16 Social Enterprise Committee
- 3.17 Structure, Job Weight and Manpower Committee (SJMC)
- 3.18 Human Resources Management Committee (HRMC)
- 3.19 Corporate Human Resources Committee (HRC)
- 3.20 Screening Committee for the Request for the Royal Bestowment of the Most Exalted Order of the White Elephant and the Most Noble Order of the Crown of Thailand
- 3.21 Potential Pool and Scholarship Management Committee
- 3.22 Employee Welfare Fund Committee
- 3.23 Vendor Selection Committee
- 3.24 Trading Risk Management Committee (TRMC)
- 3.25 Gas Business Unit Hedging Committee (Gas HC)



Succession Plan

Because PTT is a state enterprise, the President must be nominated and appointed in accordance with the Standard Qualifications of Directors and State Enterprise Officer Act. Candidates must meet the qualifications outlined in Section 8 Ter and then go through the recruitment process outlined in Section 8 Quarter, in which the PTT Board appoints a nominating committee of five people who meet the qualifications and do not have any prohibited characteristics under the law. Applicants must be knowledgeable, have competent and relevant experience for PTT executives, have no prohibited characteristics under the law, not be a PTT director, except for executives who are directors by position and be under the age of 58 on the date of application submission. When the Nominating Committee selects a suitable candidate, he/she be recommended for appointment. This must be completed within one year of the former executive's departure from office. The employment contract has a term of no more than four years. If the Board of Directors decides to hire the former executive after the contract period has expired, no new recruitment process is required; however, the former executive may not be hired for more than two consecutive terms.

PTT has been grooming top management to become qualified candidates to replace the top management due to retire in the next 3 - 5 years. In 2007, PTT set up a Group Leader Development Program (GLDP) to develop a succession plan for potential leaders to assume higher positions in PTT Group that become vacant, namely:

- President & CEO
- Senior Executive Vice President (SEVP) or equivalent
- Executive Vice President (EVP) or equivalent
- Vice President (VP) or equivalent.

Management mechanisms are as follows:

- PTT Group Management Committee (PTTGMC)
- Minor PTT Group Management Committee (Minor PTTGMC)
- Human Resources Group Alignment & Coordination Management Committee: HRAC)
- Human Resources Management Committee (HRMC).

Performance in 2022

- Selection of SEVP pool members from potential EVPs (PTT Group)
 - 45 pool members (as of December 31, 2022)
 - 46 pool members already promoted (2008 - 2022).
- Selection of EVP pool members from potential VPs (PTT Group)
 - 113 pool members (as of December 31, 2022)
 - 94 pool members already promoted (2009 - 2022)
- Selection of VP pool members from PTT potential division managers (PTT)
 - 153 pool members (as of December 31, 2022)
 - 283 pool members already promoted (2009 - 2022)

Labor Disputes

No reports of labor disputes have been received over the past three years.



7.4.2 Management's Remuneration Policy

Management's Remuneration

Management's remuneration is set under the policy and regulations specified by the Board, aligning with the Company's Performance Agreement (PA) stipulated by the Ministry of Finance. The President & CEO and all executives together define Key Performance Indicators (KPIs) on annual performance targets.

The Remuneration Committee is responsible for considering the remuneration of the President & CEO to reflect his performance management, which is also in line with the principles and standards of other industrial peers, with clear criteria, transparency, and fairness. As a result, the annual salary increase and bonus payment would align with the results of KPIs, short-term and long-term performance of PTT. Overall, it should reflect his vision and long-term value-added and capacity enhancement for the Company. The principles and the appropriate remuneration must be presented to the Board for approval. To this end, key factors to evaluate the performance of the President & CEO were 1) PTT's performance under the State Enterprise Assessment Model (SE-AM), 2) the performance based on the vision presented to the Board, 3) management capability and leadership, and 4) 360° assessment.

According to the definition of "Management" defined by the Securities and Exchange Commission (SEC), 5 members included the President & CEO, Chief Operating Officer, Upstream Petroleum and Gas Business Group; Chief Operating Officer, Downstream Petroleum Business Group; Chief New Business and Infrastructure Officer; and Chief Financial Officer. The remuneration paid to management (excluding those seconded to PTT affiliates and those from PTT affiliates seconded to PTT) is detailed below:

Total Remuneration Paid to President & CEO in 2021 - 2022

Unit: THB

Remuneration	2021	2022
	Amount	Amount
Total	31,112,160	32,910,960
Bonus	9,671,211	10,532,951
Total	40,783,371	43,443,911

Remark:

The remuneration of the President & CEO included an allowance for additionally assigned tasks, namely the positions of Chairman or Director (or both) of PTT's subsidiaries. He has duly **complied with** the terms of the employment contract as president.



Total Remuneration Paid to 4 Top Management according to SEC's Definition (2021 - 2022)

Unit: THB

Remuneration	2021		2022	
	Management (under SEC's Definition)		Management (under SEC's Definition)	
	Person	Amount	Person	Amount
Salary	4	33,499,680	4	35,395,740
Bonus	4	16,815,875	4	17,685,657
Total		50,315,555		53,081,397

Remuneration Paid to Management (5 persons) (2019 - 2022)

Unit: THB

Remuneration	2019		2020		2021		2022	
	Person	Amount	Person	Amount	Person	Amount	Person	Amount
Salary	5	60,436,160	5	62,396,185	5	64,611,840	5	68,306,700
Bonus	5	24,474,078	5	22,296,874	5	26,487,086	5	28,218,608
Total		84,910,238		84,693,059		91,098,926		96,525,308

The remuneration paid to top 5 Management according to SEC's Definition as Chairman and Directors of PTT Group and Subsidiaries (2021 - 2022)

Unit: THB

Remuneration	2021		2022	
	Person	Amount	Person	Amount
Meeting Allowance and Monthly Allowance	5	15,505,165.32	5	15,373,229.17
Bonus	5	20,095,626.86	5	25,769,554.92
Total		35,600,792.18		41,142,784.09

Remark:

The remuneration paid to top 5 Management according to SEC's Definition as Chairman and Directors of PTT Group and Subsidiaries. In addition, the remuneration of the President & CEO has **complied with** the employment term contract as president.



Provident Fund Contribution to Management from 2019 - 2022

Unit: THB

Remuneration	2019		2020		2021		2022	
	Person	Amount	Person	Amount	Person	Amount	Person	Amount
Provident Fund Contributions		3,836,735.80	4	5,460,684.00	4	4,584,004.80	4	4,872,019.50

Additional information on the management:

Records have shown no violation of the law within the past 10 years regarding:

1. Being sentenced for criminal charges except for violations of traffic laws, petty charges, or similar charges,
2. Being sentenced to bankruptcy or having assets controlled,
3. Serving as an executive or an authority in a company or partnership sentenced to bankruptcy or whose assets are controlled.

7.5 Employees

Employees are essential to corporate operations, and their quality is a key to its business success. PTT, therefore, stresses the development of HR management systems compatible with technological advancement and international standards. It not only promotes both conscientious merit and business competence among its employees but also encourages them to actively take part in public service. It is indeed through employees that PTT focuses on its development into a sustainable organization to elevate competitiveness and respond to internal changes of a corporation in pursuit of national energy security.

Headcount and Remuneration

The employee headcount (including those seconded to PTT's affiliates) as of December 31, 2022, stood at 3,540 (Male 2,184/ female 1,356). PTT has continued to set its manpower plans in line with its operations under economic uncertainty. The focus is on allocating resources where significant value supplementation is likely or where continuing investment is needed.



The business-group headcounts from 2019 to 2022 were as follows:

Unit: person

Business Unit	2019		2020		2021		2022	
	PTT	PTT Group	PTT	PTT Group	PTT	PTT Group	PTT	PTT Group
1. Natural Gas	1,417	-	1,440	-	1,480	-	1,471	-
2. Petrochemicals and Refining	124	-	141	-	112	-	121	-
3. New Business and Infrastructure	394	-	429	-	462	-	478	-
4. Support Staff/ Secondees to PTT Affiliates	1,167 ^{1/}	476 ^{2/}	1,117 ^{1/}	379 ^{2/}	1,104 ^{1/}	393 ^{2/}	1,083 ^{1/}	387 ^{2/}
5. Subsidiaries and Jointly-Controlled Entities	-	27,511	-	29,042	-	29,372	-	30,241
Total	3,102	27,987	3,127	29,421	3,158	29,765	3,153	30,628

Remarks:

1/ Excluding PTT secondments

2/ PTT secondments

Remuneration for Personnel (excluding the President and management) from 2019 - 2022

Unit: THB

Remuneration	2019	2020	2021	2022
Salary	3,855,819,435.99	3,966,160,901.90	4,122,373,594.88	4,329,636,122.70
Bonus	1,915,330,097.81	1,628,293,859.46	2,078,579,310.45	2,163,016,469.28
Provident Fund Contributions	464,877,921.50	477,524,458.33	490,980,568.77	517,863,032.09
Others (if any)	3,629,328,277.20	2,077,146,865.96	2,593,728,683.64	2,982,723,913.24
Total	9,865,355,732.50	8,149,126,085.65	9,285,662,157.74	9,993,239,537.31



PTT sets the remuneration of employees based on the Company's short-term and long-term performance through Performance Management, a continuous and systematic process to drive the Company's performance to its achievement and in line with the Performance Agreement (PA) which is also linked to the corporate targets, business unit targets, and individual targets in the same direction, as well as PTT's strategic direction, to drive the operating results according to business plan targets.

PTT employees' annual salary increase is considered according to their performance. To this end, KPIs were applied to manage employee performance evaluation, which would be accordingly reflected in their salary increases and benefits. Employee KPIs could be divided into 2 key types: corporate KPIs and business/ operational/ personal (or functional KPIs). Individual KPIs must align with the four aspects of the balanced scorecard, namely finance, customers, internal process, and learning and developing. To achieve the Company's targets sustainably, PTT has added two more important aspects: products and personnel, to align with current performance results (short-term) and long-term business plans. Besides, PTT set a variable bonus aligned with the KPIs of PTT executives and employees of the management group to create motivation in achieving the annual targets.

Provident Fund

PTT has established and registered a provident fund called the "Provident Fund of PTT Public Company Limited and Affiliates" (the Fund). Employees of PTT and its joint ventures are eligible to participate in the scheme, and currently, 3,425 employees out of the total 3,467 employees of PTT, or 98.79%, have joined the Fund, managed by Krungthai Asset Management Public Company Limited and TISCO Asset Management Company Limited. The two companies disclosed related information in compliance with the Investment Governance Code (I Code).

The Fund engaged in investment with due regard for environmental, social, and governance (ESG) factors and jointly with the companies set a policy and assigned them to invest in entities with committed responsibility for all stakeholders: shareholders, employees, customers, business partners, society and the world. PTT has defined CG criteria and applied its decision-making process to ensure that the Fund makes the right investment in transparent businesses. Moreover, the Investment Committee required the fund managers to report PTT's current assets that are currently invested and compared them with the lists of SETTHSI index (Thailand Sustainability Investment) to learn of the ratio of its assets and the change whenever they submit investment performance.

Other Remunerations

PTT has instituted employee welfare and other remuneration programs apart from salary, bonus, and provident fund contributions for management and all employees. This is to keep up with economic conditions, the cost of living and other standards peer companies as well as PTT's current and future performance, achieved through constant revision and improvement. In addition, PTT has adopted a Flexible Benefits scheme, in response to the needs of individual employees. Each employee can choose to apply for flexible benefits by declaring his or her intention once a year under the period, conditions, and details prescribed by PTT, provided that such customized flexible benefits are not against the law, tradition, and good morals. However, mandatory employee benefits vital to the well-being of employees and in performing his or her duties will not be included as a choice.

HR System Development and Improvement

To become a sustainable organization, PTT continuously improves its HR management processes and mechanisms to ensure higher efficiency and realize the full potential of its employees, which will lead PTT towards its goals. PTT employees can fully demonstrate their competence, advance in their careers, and continue to grow with PTT.



PTT has focused on participation across the board in designing business plans to suit its direction and targets since this will efficiently align all its components. To this end, it has instituted a process in which senior PTT Group management along with support staff jointly define a vision and directions before propagating the agreed items for other units to apply in turning business strategies into business plans and budget plans in broad alignment. All PTT employees define individual objectives and KPIs, cascaded through the ranks from the corporate, department, to an individual level. Such objectives and indicators defined by employees then serve as a scope for performance and performance assessment standards to reflect individual performance.

PTT has applied Career Management guidelines to prepare and promote management and all employees with skills and knowledge to fit the PTT-designed model in coping with its missions and creating value for the organization. PTT has applied this model to the management and development of all its employees and, taking into account business direction to enhance corporate competitiveness, has divided them into two professional groups (senior management and employees), with clear, efficient interconnected systems for recruitment, assessment, and individual development planning (IDP) in place.

- Senior management (equivalent to vice presidents upward) undergoes Group Leader Development, which sustains the needs of senior executives in both quantity and quality. Management of this group is supervised by a panel of CEOs in PTT Group called the “PTT Group Management Committee (PTTGMC)”, responsible for defining directions and policies for development plans for senior management. Another team, called “Human Resources Group Alignment & Coordination Management Committee (HRAC)”, provides counseling and recommendations to the Senior Executive Vice President, Organization Effectiveness & Corporate Governance, to enhance decision-making on key coordination issues regarding human resource development strategies and directions of the PTT Group to align with those of PTT.
- Employees (division manager or equivalent and below): This internal management is specific to PTT or a PTT affiliate in developing employees to suit future operational needs. For PTT, Corporate Human Resources Committee (HRC) was established to promote and monitor career development planning to ensure goal achievement. Career Counseling Teams (CCT) for 16 professional groups take charge of defining and developing individuals, providing counseling and guidance, and monitoring and following up on implementation. An individual development plan is a tool for employees to set their goals and develop their career paths, thus adding value to their work in line with PTT's directions and goals. Such employee development can be undertaken through proper training via success profiles or job rotation in line with their career paths. This will enable all employees to develop skills in their new positions, as will suitable appointments and promotions in line with their responsibilities and potential. With this development framework, employees will be qualified to assume top management positions in PTT Group and enable PTT to achieve its goals.
- To ensure that the policy defined and HR management align with and support the business directions of PTT Group, the Human Resources Management Committee (HRMC), appointed to define and propose policies and make decisions on HR management, provide recommendations on the preparedness and development of PTT's current as well as future executives and employees, screen and give recommendations on the corporate structure and manpower, and approve or screen matters on HR management under the authority assigned.



In addition, PTT also pays attention to environmental training courses for related employees and those who are interested. In 2022, environmental training courses were organized as follows:

Course	Batch	Participants	Training Format
ESG Reporting	1	134	MS Team
Beyond COP26: Key Insights on the Paris Agreement Article 6	1	131	MS Team
Beyond COP26: Key Insights on the Paris Agreement Article 6 (e-Learning)	-	8	e-Learning
ESG Indices (Sustainability Indicators)	1	97	MS Team
Net Zero Awareness	1	124	MS Team
Net Zero Awareness (e-Learning)	-	13	e-Learning
Sustainable Decoupling: Important Factor for Thailand Inclusive Growth	1	51	MS Team
Sustainable Decoupling: Important Factor for Thailand Inclusive Growth (e-Learning)	-	4	e-Learning
SOFC Technology	1	12	MS Team
SOFC Technology (e-Learning)	-	3	e-Learning
Biocellulose production process flow	1	14	MS Team
Fuel cell modeling training	1	5	MS Team
Industrial Biotechnology (White biotechnology)	1	7	MS Team
Wind Farm Development in Thailand	1	12	MS Team
Customized Training of ANSYS Fluent Combustion Modeling	1	8	MS Team
Practical Energy Efficiency and Optimization for Process Industries	1	8	Classroom
Requirements and internal audits of the environmental management system and occupational health and safety management system (ISO 14001:2015 and ISO 45001: 2018)	1	31	MS Team
Deep Dive of Climate-related Financial Impact: TCFD and Internal Carbon Price	1	23	Classroom
Climate Action, NOT an Option: Accelerate Business Transformation Through the Global Warming Crisis	1	77	MS Team

In 2022, PTT held the 8th “Young People to Globalization Program” (YP2G, Batch 8) to develop qualified personnel for overseas posting in line with PTT’s strategies. These employees will be assigned challenging responsibilities through the following 4 core functions: Strategy & Planning, Business Development, Commercial & Marketing, and Engineering & Operation. These tasks will enable them to learn and accrue experience in business acumen through on-the-job training (OJT).

PTT continues to focus on career and competency management by preparing and reviewing success profiles, including career paths for each job position, and pushing for success profile assessment to be in line with the performance cycle in which supervisors have to discuss with employees (Two-Way) about their responsibilities at the beginning of the year with half-year and end-year follow-up and assessment to follow up and/or prepare an Individual Development Plan: IDP for employees.

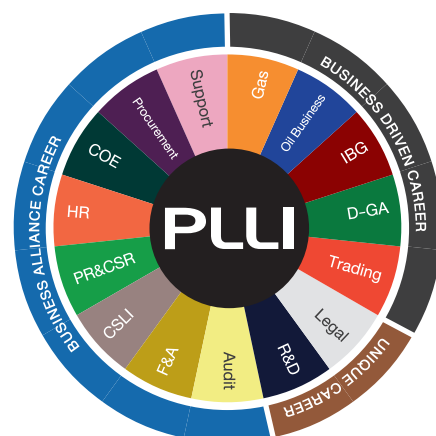


PTT Group encourages and supports employees' learning through the "PTT Leadership and Learning Institute (PLLI)" with goals of establishing standards and developing employee capability through the management and implementation of compulsory courses for all PTT employees in the same direction.

PLLI has continuously developed management and employees of PTT and PTT Group to be both "good and talented" to support organization growth and develop personnel capabilities. In 2022, additional course contents have been developed to be consistent with the new core competencies with modern technology to meet stakeholders' needs including strategic challenges in line with PTT's new vision. In 2022, with the ongoing situation of the COVID-19 pandemic, PLLI continued to develop and upgrade the learning curriculum structure using hybrid learning tools to promote diversified learning of employees by changing classroom teaching style to a combination of both classroom training and virtual classroom, so that employees can still participate in real-time learning and have the opportunity to exchange knowledge, ideas and experiences with participants and speakers through the use of video conference via MS Team, Webex, Zoom, by managing training through PTT Learning Management System (LMS). In 2022, the LMS system has developed a Feature Playlist that organizes courses into categories, easier to find. This allows supervisors or employees to select courses of interest based on new core competencies to help promote the IDP for supervisors and subordinates. Experiential Learning has also been developed for employees to learn through online role play activities e.g. board game development for fun and interesting learning with the opportunity to practice resulting in more knowledge and understanding of business operations. It also develops digital learning materials in many different formats to meet employees' learning and needs, thereby responding to learning Anywhere, Anytime and Life Long Learning, such as e-Learning about organizational knowledge, rules, regulations, corporate policies. Online learning and learning resources selected by PTT from outside cover business, technology, soft skill, lifestyle, and more than 300 courses. PTT E-Library (E-Book, E-Magazine, Magazine, Book) is for employees to search, reserve, borrow, and return books, magazines, as well as read books online anywhere,

anytime There are also podcasts, online audio programs, as another option for employee self-development with a variety of content both within and outside the organization to be consistent with business direction and strategy whilst maximizing benefits in terms of employee development and modern management. The curriculum structure of PLLI covers employee development at all levels from new employees to senior executives. The courses are divided into 3 main groups:

1. Leadership Development Program is designed to prepare and accelerate the development of high-potential management team members for skills, knowledge, and ability in people and business management through learning, knowledge-sharing, and experience-sharing with world-class instructors, including learning and experience-sharing with top management both internal and external. Participants of this program are potential management team members selected under the given criteria.
2. Core Programs are designed to develop the capacity of all employees at each level, position, and career. Supervisors must support employees in training under this program. The program comprises compulsory courses, direction/ assignment, essential program, and functional program.
3. Elective Programs are designed to develop the capacity of each individual's needs. The line supervisor and employee will together choose additional courses as suitable and necessary.





Summary of Human Resource Development

Unit: Hours per person per year

Training hours/person/year	2018	2019	2020	2021	2022
Employee	73.67	78.88	30.26	37.40	42.78
Management	73.91	89.15	45.93	34.25	64.93

Unit: THB per person per year

Expense/person/year	2018	2019	2020	2021	2022
Employee & Management	55,274.35	53,143.21	13,471.73	13,485.45	29,502.06

Fostering Relationship between Management and Staff in Search of Common Goal

Communication between management and staff comes in various forms. The President & CEO constantly holds regular meetings with employees, allowing them to learn of the Company's operation directions, obstacles, or emerging impacts during the development and efficiency enhancement each year. The focus is primarily on employees' participation and views.

Annual employee satisfaction and engagement survey is implemented for solution and improvement of satisfaction and engagement. PTT believes that proper communication and information exchange among staff and management will foster smooth relations and cooperation, thus driving the organization towards goal achievement. In addition, PTT surveys the basic human resource needs of management and staff through various committees such as the Human Resource Management Committee, PTT Labor Relations Committee, and Career Path Management Committee. An annual survey of staff opinions is undertaken by an external human resource management expert advisor. There was also cooperation with PTT Group to jointly develop a database of management as well as development plans for senior management.

The PTT Labor Relations Committee was established under the State Enterprise Labor Relations Act B.E. 2543 (2000). The committee consists of 19 members with the President (as PTT director) as Chairman, nine members representing the employer, and nine members representing the employees. The committee considers issues about employment conditions, employees' rights and benefits, as well as employee complaints. The committee meets monthly to monitor the progress of related issues with prudence.

Besides the monthly Labor Relations Committee meetings, PTT holds meetings of a working group on the study and development of employees' welfare and other benefits, appointed with the resolution of the Labor Relations Committee. Members comprised representatives from the employer and employees to jointly search and analyze information on employees' welfare and benefits of PTT Group in comparison with those of other leading businesses for use in the improvement of PTT's regular and probationary employees.

PTT also holds Joint Consultation Committee (JCC) meetings between its management team and staff of regional offices nationwide, e.g. Rayong Gas Separation Plant, Khanom Gas Separation in Nakhon Si Thammarat. The JCC comprising the top management of certain establishments as chairman and employee representatives would jointly consider every issue of proposals and complaints of both management and employees for employees' good standard of living in line with laws and PTT's regulations.



PTT Group Core Values

PTT Group defined its core values as SPIRIT, which is significant in molding PTT management and employees to command uniform work behavior. The SPIRIT (S: Synergy, P: Performance Excellence, I: Innovation, R: Responsibility for Society, I: Integrity & Ethics, and T: Trust & Respect) clearly reflects PTT's identity of smart, conscientious, and responsible for the company and the outside society alike.

Core values align with the corporate vision and future challenges by focusing on PTT Group employees as the driving force for Thailand to move through the transformation into a new future through SPIRIT values, namely:

- **Synergy:** Join forces to form alliances by focusing on employee knowledge sharing, and instigating collaborative power both inside and outside the company.
- **Performance Excellence:** Strive for excellence, focus on employees' readiness to quickly adapt to changes, and work hard to accomplish beyond-expectation results to create and deliver the best value to stakeholders.
- **Innovation:** Growing through innovation focus on employees to have a positive attitude. Seek opportunities for new ideas and dare to think creatively. Able to apply new digital technologies to increase work efficiency along with continuous learning and self-development.
- **Responsibility for Society:** Creatively build society and environment, focus on employees working with awareness taking into account the impact on stakeholders for sustainable development, develop an environmentally conscious business, and have volunteer spirit to do for the public, community, society, and the nation.

- **Integrity & Ethics:** Create the power of good acts by focusing on employees' ability to perform properly, transparently, and as excellent employees of the company, with honesty and ethics at the forefront.
- **Trust & Respect:** Build trust and confidence, focus on employees working together with trust and confidence, be open to opportunities and trust in others' potential capabilities, and be open to and respectful of others' diversity.

7.6 Other Key Information

Company Secretary

To comply with the corporate governance principles of listed companies under the category of directors' responsibilities and the terms of the Securities and Exchange Act, the Board appointed a Company Secretary to provide the Board with legal advice and remind them of assorted regulations that they need to know and comply with; hold meetings; supervise Board activities to enable them to perform efficiently and effectively in the best interests of PTT; prepare and maintain key documents, including directors' registration, Board meeting notices and minutes, annual reports; issue shareholders' meeting notices and minutes; and keep reports on vested interests reported by directors or management.

The Board has appointed Company Secretary since 2008. Since October 1, 2020, Mr. Nisit Phongvutirapant has served as the Company Secretary. He is knowledgeable, capable, and experienced in company secretary work. He attended training courses that are important to his duties and is also a lecturer on matters related to his duties.



Company Secretary

Mr. Nisit Phongvutiprapant

Company Secretary
(October 1, 2020 - present)

Age: 52

Shareholding:

0.000003%

Education:

- Bachelor of Economics (Development Economics), Bangkok University

Company Secretary Training Record:

- Director Certification Program (DCP195/2014), Company Secretary Program (CSP 113/2020), Thai Institute of Directors Association (IOD)
- Advanced Management Program II (Class 1/2018), PTT Group Leadership and Learning Institute
- Leadership Development Program I (2013), PTT Group Leadership and Learning Institute
- Bain Academy Asia Pacific 2019 Program, Bain & Company SE Asia, Inc., Singapore
- Advanced Management Program (AMP) 3 - Business & People Management, PTT Group Leadership and Learning Institute

Professional Experience (past five years):

- October 1, 2020 - Present
Senior Executive Vice President,
PTT Oil and Retail Business Plc. (OR),
seconded to Executive Vice President,
Company Secretary and Corporate Relation, PTT Plc.
- June 1 - September 30, 2020
Senior Executive Vice President, Corporate Strategy,
Innovation and Sustainability, OR

- February 1 - May 31, 2020
Vice President,
Strategy and Portfolio Management, OR
- May 1, 2019 - January 31, 2020
Vice President, OR,
seconded to PTT Oil Myanmar Co., Ltd.
- July 1, 2018 - April 30, 2019
Vice President, International Business Development
and Planning, OR
- January 1, 2017 - June 30, 2018
Vice President, International Business Development
and Planning, PTT Plc.

Related Key Positions Held:

- -None-

Important Special Activities:

- -None-

Important Special Activities:

- Director, Executive Committee,
Vidyasirimedhi Institute of Science and Technology
- Vice Chairman and Treasurer,
Power of Innovation Foundation
- Director, Thai Company Secretary Club





The Person Supervising Accounting

The Executive Vice President, Global Business Services, PTT, is assigned by position to be directly responsible for PTT's accounting. Miss Jaroonsri Wankertphon has been holding the position since October 1, 2020, and is directly in charge of accounting management. She is qualified as an accountant under the criteria set by the Department of Business Development. **More profile details appear in Executive Profile in Attachment 1.**

Head of the Office of Corporate Audit

The Executive Vice President, Office of Corporate Audit, PTT, is by position assigned as Head of the Corporate Audit. Mr. Chayagorn Leangruenrom is the present Head of the Office of Corporate Audit. More profile details appear in Part 2 **"9. Internal Control and Connected Transactions"** and **details of the Head of the Office of Corporate Audit also appear in Attachment 3.**

Head of Compliance

The Senior Executive Vice President, Organization Effectiveness and Corporate Governance, PTT, is by position assigned as Head of Compliance. Mr. Chadil Chavanalikhorn was appointed to the position and is currently responsible for PTT's compliance. More details about the Compliance Unit are presented in Part 2 **"9. Internal Control and Connected Transactions"** and **profile details of the Head of Compliance also appear in Attachment 1.**

Head of Investor Relations and Contact Information

Mr. Tanapon Prapapan, Investor Relations, was appointed Vice President, Investor Relations Department with effect from April 16, 2021, and can be contacted at Investor Relations, PTT, Tel.: 0-2537-3518-9, E-mail: ptt-ir@pttplc.com, or PTT's website (www.pttplc.com).

Audit Fee

In 2022, PTT and its subsidiaries paid a total of THB 327,984,459 (Three hundred and twenty-seven million nine hundred and eighty-four thousand four hundred and fifty nine baht) in audit fees to the office of the external auditors for the previous fiscal year. They also paid THB 47,668,234 (forty-seven million six hundred sixty-eight thousand two hundred and thirty four baht) for other services (non-audit fees) such as accounting consultant fee for financial due diligence, taxes service fees and other certification fees in the previous fiscal year.



8. Corporate Governance Milestones

8.1 Performance of the Board of Directors in 2022

8.1.1 Nomination, Development, and Performance Assessment of the Board

(1) Independent Directors

The Board of Directors, at Meeting No. 1/2013 on January 17, 2013, approved the revised definition of independence of directors, proposed by the Corporate Governance Committee which was more stringent than the criteria set by the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET), and defined their roles, duties, and responsibilities. PTT published a handbook on their execution of duties and responsibilities, signed by the Chairman, on January 21, 2013. Board meeting No. 3/2021 dated March 18, 2021, approved the revision of roles and responsibilities of PTT's independent directors to be more updated and in line with regulation criteria of various agencies, which was signed by the Chairman of the Board on April 1, 2021. Essential elements of the revised handbook are:



Qualifications of independent directors

- (1) Must not hold more than 0.5% of the total voting shares of PTT, its subsidiaries, associated and related companies of which PTT's major shareholders or PTT's controlling person, including the shares held by persons related to such an independent director.
- (2) Must not be or have not been involved as the management, employee, staff member or adviser who earns a regular salary, or authorized controlling person of PTT, its subsidiaries, associated companies, related companies, or a juristic person of which PTT's major shareholders or PTT's controlling person during the period of two preceding years before the appointment. This forbidden characteristic excludes former government officials or consultants of the government agency which is PTT's majority shareholder or has a controlling interest in PTT.
- (3) Must not have blood relationship or relationship through legal registration as parents, spouses, siblings, and children, including the spouse of the children, of any other directors, management, major shareholders, authorized controlling person, or any person to be nominated as a director, management, or authorized controlling person of PTT or its subsidiaries.
- (4) Must never have engaged or not engage in a business relationship with PTT, its parent company, subsidiaries, associated or related companies, major shareholders, or controlling person in a way that could obstruct his or her exercise of independent discretion; including must never have been or be a significant shareholder or controlling person of parties with a business relationship with PTT, its parent company, subsidiaries, associated or related companies, major shareholders, or controlling person except where such an association has ended at least two years before his or her appointment as an independent director.

The business relationship in the preceding paragraph includes engagement in normal business transactions for operation, property rent, asset or service transactions, financial assistance involving borrowing, guaranteeing, provision of assets as collateral, and similar behavior that incurs debts on the part of PTT or its contract counterpart to each other amounting to 3% or more of PTT's net tangible assets or THB 20 million (whichever is smaller). Calculation of such debts is to follow the method for

connected transactions under the announcement of the Capital Market Supervisory Board on connected transaction criteria mutatis mutandis; such debts must, however, include all debts incurred during the entire year before the business relationship with the same party begins.

- (5) Must never have been or not be an auditor for PTT, its parent company, subsidiaries, associated or related companies, major shareholders, or controlling person, and must not be a significant shareholder, controlling person, or partner of an audit office in which an auditor of PTT, its parent company, subsidiaries, associate or related companies, major shareholders, or controlling person serves, except where such association has ended at least two years before his or her appointment as an independent director.
- (6) Must never have been or not be a professional service provider, including legal or financial adviser with a fee of more than THB 2 million a year paid by PTT, its parent company, subsidiaries, associated or related companies, major shareholders, or controlling person, and must not be a significant shareholder, controlling person, or partner of the professional service provider in question, except where such association has ended at least two years before his or her appointment as an independent director.
- (7) Must not be a director appointed to represent PTT, a major shareholder, or a shareholder connected to PTT's major shareholder.
- (8) Must not engage in similar businesses that compete significantly with PTT or its subsidiaries and must not be a significant partner in partnerships or director participating in business management, staff, employee, adviser on payroll, or hold more than 1% shares of the total voting shares of other companies that are in similar businesses and compete significantly with PTT or its subsidiaries.
- (9) Must not have any other qualification that may compromise the expression of independent views on PTT's businesses.

Independent directors with qualifications under (1) - (9) above may be assigned by the Board to decide on the business operations of PTT, its subsidiaries, associated companies, sister companies, juristic person, major shareholders, or controlling persons that could pose conflicts of interest; such decisions will be collective decisions.



If a person appointed by PTT as an independent director has or used to have a business relationship or professional service provision with PTT exceeding the value given under (4) or (6) of the previous paragraphs, PTT is allowed to relax such prohibitions on a business relationship or professional service provision with excessive value if it could secure the Board of directors' views regarding the criterion of Section 89/7 of the Securities and Exchange Act has illustrated that the appointment of such person will not affect his or her performance and independent expression of views. To this end, PTT must disclose the following information in the meeting notice to shareholders under the agenda item on consideration of independent director appointment:

- (1) Business relationship or professional service provision depriving the qualifications of that person;
- (2) Justification and necessity for appointing that person as an independent director;
- (3) The PTT Board of directors' views on the appointment of that person as an independent director.

Under Nos. (5) and (6) of the previous paragraph, "partner" means a person assigned by the audit office or professional service provider to serve as a signatory of the audit report or professional service report (as applicable) on behalf of the company.

In addition, these qualifications must not contradict to the applicable laws.

Incidentally, if independent directors serve in this position in PTT, its subsidiaries, associated companies, or sister companies, PTT must also disclose information about such service and the total compensation of such directors in the 56-1 One Report.

- Business relationship or professional service provision of independent directors in the past fiscal year -None-

Roles, duties, and responsibilities of PTT's independent directors

- (1) Recommend essential and beneficial matters to PTT, shareholders, and minor shareholders to the Board and/or the President and Chief Executive Officer.
- (2) Advocate roles and responsibilities of the Board and provide views commonly expected of independent directors for the benefit of PTT, its shareholders, and minor shareholders.
- (3) Review matters to ensure PTT's compliance with laws dealing with independent directors and duly revise the definition of independent directors for suitability and legal completeness.
- (4) Perform other Board-assigned duties provided that these actions do not compromise their independence.
- (5) An independent director's term begins once he or she fulfills all the requirements under the definition of PTT's corporate governance; it ends when he or she lacks qualifications or completes the PTT term.
- (6) The independent directors must hold their own meeting at least once a year.

Segregation of the Chairman and the President & CEO

To segregate policy-making duties from those of day-to-day management and to enable directors to look after and assess performance effectively, PTT has required that the Chairman and the President & CEO are always two persons. This is because the Chairman needs to oversee management's performance, guide, and assist it, but not take part in or interfere with day-to-day management, which is the duty of the President & CEO under the authority delegated by the Board.

The current Chairman is an independent director. He exercises high-level leadership and ensures that directors do not fall under the influence of management by encouraging them to exercise their voting rights and strictly comply with CG principles.



Independence of the Chairman

Board Meeting No. 11/2020 on November 18, 2020, appointed Professor Dr. Thosaporn Sirisumphand, an independent director, as Chairman of the Board with effect from November 18, 2020. The appointment was endorsed by the State Enterprise Policy Office (SEPO) as required by the Cabinet resolution of August 6, 2019, on guidelines for the appointment of state enterprise directors, and the 2017 CG Code for Listed Companies. It would allow the work of the Chairman to be independent and boost confidence in the transparency of operations and fair treatment of all stakeholders.

(2) Nomination of Directors and the President & CEO

Nomination of Directors

In 2022, The Nominating Committee nominated to the Board to consider and appointed a new director to replace the director who resigned:

- Dr. Prasert Sinsukprasert
Director

Moreover, The Committees nominated to the Board and the shareholder's meeting to consider and reappoint the directors who completed their terms at the 2022 Annual General Meeting (AGM) to another term, as follows:

- Professor Dr. Thosaporn Sirisumphand
Independent Director
- Mr. Krisada Chinavicharana
Director
- GEN. Teerawat Boonyawat
Independent Director
- M.L. Chayotid Kridakon
Director

In addition, The Committees nominated the qualified candidate for the Board and the shareholder's meeting to replace the vacant position of Mr. Don Wasantapruerk at the 2022 Annual General Meeting (AGM) was:

- Mr. Chansin Treenuchagron
Independent Director

Nomination procedures are reported under Section 2, Corporate Governance, **the topic of Proposing Additional Meeting Agenda Items and Nominating Directors, and Item 7.3 (2) The Nominating Committee.**

Nomination of the President & CEO/ Succession Planning

Nomination of the President & CEO/ succession planning is reported under Section 2 Corporate Governance, **Item 7.4 Information about executives.**

(3) Director Development

Training courses/ seminars/ engagement in PTT activities

The Board and management value regular participation in training and seminars concerning their competencies for their jobs. (Training details appear in directors' profiles in Attachment 1.) Most PTT directors (more than 90%) underwent training with the Thai Institute of Directors Association (IOD) and other leading entities and institutes as well as seminars on related topics.

At present, The Board were trained in courses related to director duties, namely 14 in the Director Certification Program (DCP) and 3 in the Director Accreditation Program (DAP), a total of 14 out of 15 directors, equivalent to 93.33%.

PTT supports and sponsors IOD membership for all directors to provide them with communication and more information channels which is useful for their directorships. PTT also delivers seminar information for directors to consider enrollment in curricula of their interest; this also applies to other continual seminars or curricula throughout the year. It regularly organizes in-house briefings by leading consultants' experts and expert from PTT Group on useful business data. Finally, it organizes company site visit for directors to other units or entities as seen fit to provide helpful insights for application to PTT's businesses for sustainable growth.

In 2022, training and seminars to foster their work knowledge and PTT's activities include the items below.



Name	Training/ Seminar/ Activity
Professor Dr. Thosaporn Sirisumphand	<ul style="list-style-type: none"> • In attendance at a visit by HRH Princess Maha Chakri Sirindhorn to VISTEC, KVIS, the Wangchan Valley Development Project, and the Nawat Agricultural Learning Center, EECi Wangchan Valley, Rayong province, November 14 - 16, 2022 • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on laws related to PTT's gas business operations • NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group" • In-house briefing on Update on Risk Insider Trading
POL. GEN. Rungroj Sangkram	<ul style="list-style-type: none"> • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on laws related to PTT's gas business operations • NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group" • In-house briefing on Update on Risk Insider Trading
Mr. Danucha Pichayanan	<ul style="list-style-type: none"> • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on Update on Risk Insider Trading
GEN. Teerawat Boonyawat	<ul style="list-style-type: none"> • Board Nomination and Compensation Program (BNCP 13/2022), Role of the Chairman Program (RCP 49/2022), Director Leadership Certification Program (DLCP 4/2022), Thai Institute of Directors Association (IOD) • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on laws related to PTT's gas business operations • NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group" • In-house briefing on Update on Risk Insider Trading
Mr. Jatuporn Buruspat	<ul style="list-style-type: none"> • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group" • In-house briefing on Update on Risk Insider Trading



Name	Training/ Seminar/ Activity
M.L. Chayotid Kridakon	<ul style="list-style-type: none">• In-house briefing on hydrogen-related technology and business• Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs)• In-house briefing on laws related to PTT's gas business operations• In-house briefing on Update on Risk Insider Trading
Mr. Krishna Boonyachai	<ul style="list-style-type: none">• Financial Statements for Directors (FSD 47/2022), Thai Institute of Directors Association (IOD)• Super Series 3 Training "Leadership & Effective Corporate Culture", Institute of Research and Development for Public Enterprises (IRDP)• In-house briefing on hydrogen-related technology and business• Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs)• In-house briefing on laws related to PTT's gas business operations• NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group"• In-house briefing on Update on Risk Insider Trading
Associate Professor Dr. Chayodom Sabhasri	<ul style="list-style-type: none">• Digital Transformation Development Course for the Board: "The Cullinan: The Making of the Digital Board" Digital Economy Promotion Agency, in collaboration with the Thailand Management Association• In-house briefing on hydrogen-related technology and business• Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs)• In-house briefing on laws related to PTT's gas business operations• NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group"• In-house briefing on Update on Risk Insider Trading
Mr. Payong Srivanich	<ul style="list-style-type: none">• In-house briefing on hydrogen-related technology and business• Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs)• NBI Think Tank Lecture: "Geopolitics: New World Order and Investment Strategies of Thailand and PTT Group"• In-house briefing on Update on Risk Insider Trading
Mr. Phongsthorn Thavisin	<ul style="list-style-type: none">• In-house briefing on hydrogen-related technology and business• Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs)• In-house briefing on laws related to PTT's gas business operations• NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group"
Mr. Krisada Chinavicharana	<ul style="list-style-type: none">• In-house briefing on hydrogen-related technology and business• Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs)



Name	Training/ Seminar/ Activity
Associate Professor Dr. Narongdech Srukhsosit	<ul style="list-style-type: none"> • Directors Certification Program (DCP 315/2022), Financial Statements for Directors (FSD 47/2022), Thai Institute of Directors Association (IOD) • M&A in Practice, Trading and Merging and Acquisition, Chulalongkorn Law School Alumni Association • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on laws related to PTT's gas business operations • NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group" • In-house briefing on Update on Risk Insider Trading
Mr. Chansin Treenuchagron	<ul style="list-style-type: none"> • Role of the Chairman Program (RCP 49/2022), Director Leadership Certification Program (DLCP 4/2022), Thai Institute of Directors Association (IOD) • Director Orientation • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on laws related to PTT's gas business operations • NBI Think Tank Lecture: "GEOPOLITICS: New World Order and Investment Strategies of Thailand and PTT Group" • In-house briefing on Update on Risk Insider Trading
Mr. Auttapol Rerkpiboon	<ul style="list-style-type: none"> • In attendance at a visit by HRH Princess Maha Chakri Sirindhorn to VISTEC, KVIS, the Wangchan Valley Development Project, and the Nawat Agricultural Learning Center, EECi Wangchan Valley, Rayong province, November 14 - 16, 2022. • In-house briefing on hydrogen-related technology and business • Knowledge Sharing: Rejuvenating DNA by Genetic Stability Molecule (RED-GEMs) • In-house briefing on laws related to PTT's gas business operations

The PTT Board also engaged in other corporate activities, such as business visits to PTT and PTT Group companies, Audit Committee's operation visit to GSM Shipper Control Center, PTT Inauguration Day, etc.



(4) Board Self-assessment

In compliance with the CG policy, PTT required the Board to conduct a self-assessment to scope its regular review of its performance. In 2022, PTT worked with PricewaterhouseCoopers ABAS Company Limited: PwC in reviewing and preparing the 2022 PTT Board Performance Assessment Form to ensure effective and up-to-date assessment of the Board's performance in line with the corporate governance principles of SEC, SET, SEPO, including other related criteria and guidelines in Thailand and international. The Board Meeting No. 9/2022 on September 15, 2022, approved all five self-assessment forms 2022 by revising, improving, and adjusting the questions to be clearer and more appropriate, including adding more issues that the Board should focus on, such as Environment, Social and Governance (ESG), cybersecurity and privacy, and talent and human capital.

This year, the five assessment forms are Assessment of the Board (Entire Board)/ Assessment of Individual Directors (Self-assessment)/ Individual Assessment of Other Directors (Cross-assessment)/ Assessment of Specific Committees (Self-assessment)/ and Assessment of Chairman's roles, duties, and performance along with satisfaction with specific committees and chairman of each committee. The five assessment forms stipulated the percentages corresponding to the levels of performance achieved in each topic with reference scoring criteria: 90 - 100 = excellent, 80 - 89 = very good, 70 - 79 = good, 60 - 69 = satisfactory, 50 - 59 = pass, and below 50 = not pass. The self-assessment findings were as follows:

1. Assessment of the Board (Entire Board): The assessment form consisted of four topics: Board composition and qualifications, Board roles and responsibilities, Meeting preparation and conducting, Board training and self-development.

The overall results of the Assessment of the Board (Entire Board) indicated excellent performance, with an average score of 96.58%.

2. Assessment of Individual Directors (Self-assessment):

The assessment form consisted of four topics: Board roles and responsibilities, Board meetings, Relationship with the Management, and Board self-development.

The overall results of the Assessment of Individual Directors (Self-assessment) indicated excellent performance, with an average score of 97.64%.

3. Individual Assessment of Other Directors (Cross-assessment):

The assessment form consisted of four topics as self-assessment of individual directors for direct comparison.

The overall results of the Individual Assessment of Other Directors (Cross-assessment) in these four topics indicated excellent performance, with an average score of 98.58%.

4. Self-assessment of Specific Committees (Entire Committees)

consisted of four topics: Specific Committee composition and qualifications, Specific Committee roles and responsibilities, Meeting preparation and conducting, training and self-development.

The results of the Specific Committees on the four topics indicated excellent overall performance as follows:

- 4.1 The Nominating Committee indicated excellent performance, with an average score of 99.72%.
- 4.2 The Remuneration Committee indicated excellent performance, with an average score of 92.46%.
- 4.3 The Corporate Governance and Sustainability Committee indicated excellent performance, with an average score of 100.00%.
- 4.4 The Enterprise Risk Management Committee indicated excellent performance, with an average score of 98.93%.

5. Chairman's Roles & Duties and Performance Assessment, Satisfaction of the Committees and the Chairman of each.

The assessment of the Chairman consisted of eight topics, and ten topics on work satisfaction assessment indicated excellent performance, with an average score of 98.13%.



Audit Committee's Performance Assessment: To comply with the best practices of The Stock Exchange of Thailand (SET) and the State Enterprise Policy Office (SEPO), as well as PTT's regulations on the Audit Committee and the Internal Audit Unit B.E. 2564 (2021), the Audit Committee must assess its audit performance by undertaking self-assessment at least once a year. The individual self-assessment or the entire committee's assessment is to be presented annually to the Board, specifying problems leading to unfulfilled objectives. This year, the Audit Committee's Meeting No. 9/2022 on September 13, 2022, endorsed its assessment forms, namely Assessment of the Committee (entire Committee), Assessment of Individual Directors (self-assessment), and Individual Assessment of Other Directors (cross-assessment). The Audit Committee Meeting No. 11/2022 on November 10, 2022, endorsed the assessment of its 2022 performance and submitted the results together with the performance improvement plan to Board Meeting No. 12/2022 on December 15, 2022. The results indicated good performance, with an average score of 99%.

PTT also analyzed the assessment topics to develop/ improve performance and formulated an annual plan for directorship efficiency enhancement to the Board for approval. In addition to developing the annual performance assessment forms for the Board, the Board has since 2017 begun gauging directors' efficiency and effectiveness by defining KPIs for their performance early in the year for measuring the Board's performance and determining their compensation.

Director Orientation

For new directors, PTT arranges an orientation program on its business policies, capital structure, shareholding structure, business performance, and information systems, as well as applicable laws and regulations. In addition, each director receives a Director's Handbook, with useful information for performing duties as PTT directors. The Director's Handbook/ Information for Directors consists of the following:

Director's Handbook:

1. Public Company Act
2. Securities and Exchange Act
3. Standard Qualifications of State Enterprise Directors and Employees Act
4. Emergency Decree on Electronic Meetings, B.E. 2563 (2020)
5. Company Registration Certificate
6. Company Certificate
7. Company Objectives
8. Articles of Association
9. Company Regulations (15 regulations)
10. PTT Corporate Governance, Ethical Standards and Code of Business Ethics Handbook
11. Manual for Directors of Listed Companies
12. Principles and Guidelines on Corporate Governance for Stated-Owned Enterprises B.E. 2562 (2019) (SEPO)

Information Kit for Directors:

1. Overview business presentation of PTT
2. List of directors, specific committees, and management structure
3. Director Fiduciary Duty Check List
4. CG Principles for Listed Companies (CG Code)
5. Connected Transactions of Listed Companies
6. Guidance on Providing Information for Listed Company Management
7. PTT Plc. Company Profile (short version)
8. Annual Registration Statement/ Annual Report (Form 56-1 One Report)
9. Annual Registration Statement/ Annual Report (Form 56-1 One Report) Financial Report
10. Corporate Governance
11. Debenture Magazine ("Happiness")
12. Article: "Truth about Privatization"
13. PTT GROUP WAY OF CONDUCT
14. PTT Technology and Innovation Management Operating System
15. PLLI Course Catalog



This year, in the briefing to the new directors, the President & CEO along with senior management presented information about PTT, its management structure, strategies and policies on business operations and performance, and relevant information for their overview of the business operations. The above-mentioned documents and handbook for new directors were handed over. In 2022, one director orientation was organized.

8.1.2 Meeting Attendance and Individual Directors' Compensation

(1) Board Meetings

PTT schedules its board meetings in advance for each month of the year. In 2022, the monthly meetings took place on the third Thursday of each month, with occasional special meetings on special agendas as seen fit. The Office of the President sends each director meeting notices, agenda with complete details and rationale, and supplementary documents with enough essential details for decision-making about seven days ahead of each meeting to give them time to study these. Directors consider the agenda through application software to streamline the process of agenda delivery and the paperwork involved, thus speeding up directors' work while efficiently providing them with adequate details for decision-making.

Since 2015, for each meeting, the Board has required a regular follow-up agenda on the updates of implementation of Board observations and comments to ensure the execution of PTT's strategies.

The Board's policy is that, for a given agenda item, if any director has potential conflicts of interests with PTT, the secretariat will not deliver such agenda item to that director, who will not attend the meeting and abstain from voting on such an agenda item. In voting, the minimum quorum of directors is two-thirds of all attending directors. If the quorum does not comply with this guideline, the discretion of the Chairman will be sought, a policy that is stated in the Corporate Governance Handbook.

For each agenda item, the minutes contain written comments and observations. The Board-certified minutes are filed for perusal by the directors and related parties. Each meeting normally takes 3 - 4 hours. In addition, the meeting schedule for the whole year has been set in advance, and directors have been informed of the meeting schedule at the end of the previous year or the beginning of the year.

In 2022, PTT held a total of 21 Board meetings, 12 regular meetings and 9 special meetings. Out of 21 meetings, 14 were physical meetings and 7 were electronic meeting (E-meeting) in observance of the COVID-19 safety and control measures. A special meeting is held annually to determine, review and approve PTT Group's vision, mission, directions, and strategies (five-year rolling). This year, the Board and management took part in reviewing such matters and approved the direction and strategy to scope and guide the work by business units, subsidiaries, and associates in developing enterprise and budgeting plans for 2023 - 2027. In addition, one non-executive meeting was held in June 2022 on the topic of PTT's businesses on various issues and recommendations to management for further business improvement, which is in line with the Principles and Guidelines on Corporate Governance for State-owned Enterprises B.E. 2562 (2019) as well as the guidelines given by the State Enterprise Policy Office. Management process after the meeting included disclosing the issues discussed and notifying the results of the meeting to the Board or the CEO for acknowledgment. One independent directors' meeting was held in November 2022 on the topic of "Update on risk insider trading". At every meeting, the Chairman allowed all directors to express their open and free views. The Board meetings are detailed below.



Attendance of the Board and Five Specific Committee Meetings for 2022

No.	Name	1/2022	Special 1/2022*	2/2022	Special 2/2022*	3/2022*	Special 3/2022*	Special 4/2022	4/2022*	5/2022	6/2022	Special 5/2022*	7/2022*	Special 6/2022	8/2022	Special 7/2022	Special 8/2022	9/2022	10/2022	11/2022	12/2022	Special 9/2022	Total (times)	%	
1	Professor Dr. Thosaporn Sirisumphand	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
2	POL. GEN. Rungroj Sangkram	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
3	Mr. Danucha Pichayanan	/	/	/	/	/	/	/	/	/	/	X	/	/	/	/	/	/	/	/	/	/	20	95.24	
4	GEN. Teerawat Boonyawat	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
5	Mr. Jatuporn Buruspat	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	X	/	/	/	/	/	20	95.24	
6	M.L. Chayotid Kridakon	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
7	Mr. Krishna Boonyachai	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
8	Associate Professor Dr. Chayodom Sabhasri	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
9	Mr. Payong Srivanich	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	X	20	95.24	
10	Mr. Phongsthorn Thavisin	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
11	Mr. Krisada Chinavicharana	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	X	/	/	/	/	/	20	95.24	
12	Associate Professor Dr. Narongdech Srukhsit	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	X	/	/	/	20	95.24	
13	Mr. Chansin Treenuchagron	Appointed effective from May 14, 2022									/	/	/	/	/	/	/	/	/	/	/	/	13	100	
	Mr. Don Wasantapruerk	/	/	/	/	Passed away on March 14, 2022																4	100		
14	Dr. Prasert Sinsukprasert	Appointed with effect from December 26, 2022																							
	Mrs. Premrutai Vinaiphat	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	Resigned with effect from November 1, 2022.			18	100	
15	Mr. Auttapol Rerkpiboon	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	21	100	
Total Attendance		15	15	15	15	14	14	14	14	15	15	14	15	15	15	15	13	15	14	14	14	13			
Total Directors		15	15	15	15	14	14	14	14	15	15	15	15	15	15	15	15	15	15	14	14	14			
%		100	100	100	100	100	100	100	100	100	100	93.33	100	100	100	100	86.67	100	93.33	100	100	92.86			

Remark:

* e-meeting totally 7 times.



Directors	Board and Specific Committee Meetings in 2022						Appointment during the Year
	Board of Directors Total 21	Audit Committee Total 18	Corporate Governance and Sustainability Committee Total 6	Nominating Committee Total 15	Remuneration Committee Total 6	Enterprise Risk Management Committee Total 13	
1. Professor Dr. Thosaporn Sirisumphand	21/21	-	-	-	-	-	-
2. POL. GEN. Rungroj Sangkram	21/21	18/18	-	-	-	-	-
3. Mr. Danucha Pichayanan	20/21	-	1/1	11/11	-	-	-
4. GEN. Teerawat Boonyawat	21/21	-	-	-	6/6	-	-
5. Mr. Jatuporn Buruspat	20/21	-	6/6	-	-	5/5	-
6. M.L. Chayotid Kridakon	21/21	-	-	-	-	13/13	-
7. Mr. Krishna Boonyachai	21/21	18/18	-	-	-	-	-
8. Associate Professor Dr. Chayodom Sabhasri	21/21	18/18	-	-	-	-	-
9. Mr. Payong Srivanich	20/21	-	5/5	15/15	2/2	-	-
10. Mr. Phongsthorn Thavisin	21/21	-	-	15/15	-	-	-
11. Mr. Krisada Chinavicharana	20/21	-	-	-	6/6	-	-
12. Associate Professor Dr. Narongdech Srukhsit	20/21	-	6/6	-	-	8/8	-
13. Mr. Chansin Treenuchagron	13/13	-	-	-	4/4	-	May 14, 2022 (Replacing the vacant position of Mr. Don Wasantapruerk who passed away)
14. Dr. Prasert Sinsukprasert	-	-	-	-	-	-	December 26, 2022 (Replacing Mrs. Premrutai Vinaiphat)
15. Mr. Auttapol Rerkpiboon	21/21	-	-	-	-	-	-



Attendance Record of Directors Who Retired/ Resigned in 2022 (Total: 2 directors)

Directors	Board and Specific Committee Meetings in 2022						Appointment during the Year
	Board of Directors Total 21	Audit Committee Total 18	Corporate Governance and Sustainability Committee Total 6	Nominating Committee Total 15	Remuneration Committee Total 6	Enterprise Risk Management Committee Total 13	
1. Mr. Don Wasantapruerk	4/4	-	-	1/1	-	-	Passed away on March 14, 2022
2. Mrs. Premrutai Vinaiphath	18/18	-	-	-	-	11/11	Resigned with effect from November 1, 2022

Remark:

In 2022, a total of 21 Board meetings were held (12 regular and 9 special meetings).

* Reasons for meeting absence were prior scheduled official engagements or other urgent meetings. Leave of absence letters were duly forwarded to the Chairman ahead of the meetings.

(2) Remuneration of Directors

PTT fairly and sensibly specifies the remuneration of directors, by appointing the Remuneration Committee to review directors' proper compensation. This year, the Remuneration Committee adopted the consideration practices for directors and specific committees, taking into account practices of other listed peer companies, leading domestic as well as international companies, and state enterprise companies, the corporate governance principles, PTT's financial performance, responsibilities of the Board, and economic growth. Directors' compensation consists of monthly allowance, meeting allowance, and bonuses. Directors appointed to specific committees receive additional allowances for additional responsibilities. Shareholder-approved directors' compensation rates are as follows:



Remuneration of Directors

The Directors' Remuneration was approved at the 2022 Annual General Meeting (AGM) held on Friday, April 8, 2022, as follows:

1. Monthly Fee and Meeting Attendance Fee for 2022, the rates of which remained the same.

1.1 Monthly fee and meeting attendance fee of the Board:

- Monthly fee of THB 30,000 per month per director with the Chairman receiving twice the amount received by the director.
- Meeting attendance fee of THB 60,000 per meeting for those in attendance only and the Chairman shall receive 25% higher than the directors. The payment was limited to one meeting per month. Where necessary, the attendance fee may be paid for more than one meeting during a month but must not exceed 15 meetings per year.

1.2 Monthly fee and meeting allowance fee of specific committees shall be at **the same rate** as follows:

1.2.1 The Audit Committee

- Monthly fee of THB 15,000 per month per director with the Chairman of the Audit Committee receiving the same rate as the members.
- Meeting attendance fee of THB 45,000 per meeting for those in attendance only. The Chairman of the Audit Committee receives 25% higher than the members, and the secretary to the meeting receiving a monthly fee of THB 7,500 (the same rate as last year).

1.2.2 The remuneration for other committees, namely **the Nominating Committee, the Remuneration Committee, the Corporate Governance and Sustainability Committee, the Enterprise Risk Management Committee**, and other sub-committees that may be appointed by the Board as necessary and appropriate in the future, shall be **the same rate as last year** as follows:

- Monthly fee - None (same as last year)
- Meeting attendance fee of THB 30,000 per meeting for those in attendance only. The Chairman receives 25% higher than the members.

1.3 Other benefits - None (same as last year)

A vehicle was provided to the Chairman to facilitate his duties only.

Directors' Bonuses in 2022

Bonus payouts for directors, at 0.05% of the net profit of 2022, corresponded with PTT's performance and net profit, with a maximum limit of THB 60 million for the entire Board. Bonuses were prorated with each director's term, with the Chairman receiving 25% higher than members (same as previously).



The Remuneration for Directors in 2022

Unit: THB

No.	Name	Days of Service Jan. - Dec. 2022	Bonus 2022	Meeting Allowance (Inclusive of Monthly Allowance)	Meeting Allowance (Specific Committee)	Total Allowance	Total Remuneration
1.	Professor Dr. Thosaporn Sirisumphand	365	3,820,011.04	1,845,000.00	0.00	1,845,000.00	5,665,011.04
2.	POL. GEN. Rungroj Sangkram	365	3,056,008.83	1,260,000.00	855,000.00	2,115,000.00	5,171,008.83
3.	Mr. Danucha Pichayanan	365	3,056,008.83	1,260,000.00	300,000.00	1,560,000.00	4,616,008.83
4.	GEN. Teerawat Boonyawat	365	3,056,008.83	1,260,000.00	225,000.00	1,485,000.00	4,541,008.83
5.	Mr. Jatuporn Buruspat	365	3,056,008.83	1,260,000.00	300,000.00	1,560,000.00	4,616,008.83
6.	M.L. Chayotid Kridakon	365	3,056,008.83	1,260,000.00	412,500.00	1,672,500.00	4,728,508.83
7.	Mr. Krishna Boonyachai	365	3,056,008.83	1,260,000.00	720,000.00	1,980,000.00	5,036,008.83
8.	Associate Professor Dr. Chayodom Sabhasri	365	3,056,008.83	1,260,000.00	720,000.00	1,980,000.00	5,036,008.83
9.	Mr. Payong Srivanich	365	3,056,008.83	1,260,000.00	480,000.00	1,740,000.00	4,796,008.83
10.	Mr. Phongsthorn Thavisin	365	3,056,008.83	1,260,000.00	300,000.00	1,560,000.00	4,616,008.83
11.	Mr. Krisada Chinavicharana	365	3,056,008.83	1,260,000.00	180,000.00	1,440,000.00	4,496,008.83
12.	Associate Professor Dr. Narongdech Srukhsit	365	3,056,008.83	1,200,000.00	390,000.00	1,590,000.00	4,646,008.83
13.	Mr. Chansin Treenuchagron ^{1/}	232	1,931,683.80	707,419.35	120,000.00	827,419.35	2,759,103.15
14.	Dr. Prasert Sinsukprasert ^{2/}	6	49,139.87	5,806.45	0.00	5,806.45	54,946.32
15.	Mr. Auttapol Rerkpiboon ^{3/}	365	3,056,008.83	1,260,000.00	0.00	1,260,000.00	4,316,008.83
Total			42,472,940.67	17,618,225.80	5,002,500.00	22,620,725.80	65,093,666.47

Remarks:

1/ No. 13 Mr. Chansin Treenuchagron was appointed as an independent director with effect from May 14, 2022.

2/ No. 14 Dr. Prasert Sinsukprasert was appointed as a director with effect from December 26, 2022.

3/ Mr. Auttapol Rerkpiboon has been in full compliance with the terms of his employment contract as President & CEO for the remuneration that he received as a director from January 1 to December 31, 2022.



The Remuneration for Directors Who Completed the Terms and/or Resigned in 2022

Unit: THB

No.	Name	Days of Service Jan. - Dec. 2022	Bonus 2022	Meeting Allowance (Inclusive of Monthly Allowance)	Meeting Allowance (Specific Committee)	Total Allowance	Total Remuneration
1.	Mr. Don Wasantapruek	72	589,677.94	312,580.65	37,500.00	350,080.65	939,758.59
2.	Mrs. Premrutai Vinaiphat	304	2,524,810.15	1,080,000.00	300,000.00	1,380,000.00	3,904,810.15
Tota			3,114,488.09	1,392,580.65	337,500.00	1,730,080.65	4,844,568.74

Remarks:

No. 1 Mr. Don Wasantapruek passed away on March 14, 2022.

No. 2 Mrs. Premrutai Vinaiphat was appointed a Director on July 3, 2020, and resigned with effect from November 1, 2022.

Directors' Remuneration Profile, 2019 - 2022

Unit: THB

Remuneration	2019		2020		2021		2022	
	Person	THB	Person	THB	Person	THB	Person	THB
Meeting Attendance	15	21,787,467.74	15	24,215,338.71	15	24,182,451.62	15	24,350,806.45
Bonus	15	46,475,302.07	15	18,882,904.18	15	54,181,705.42	15	45,587,428.76
Total		68,262,769.81		43,098,242.89		78,364,157.04		69,938,235.21

Remark:

The 2019 - 2022 directors' remuneration shown in the table includes the remuneration of the President & CEO who has already complied with the terms of the employment contract as President & CEO.



Remuneration of PTT's Directors/ Independent Directors from being a Director/ an Independent Director of Subsidiaries* in 2022 (The table below presents remuneration paid to directors/ independent directors only for the period they served on PTT.)

Unit: THB

Name	Director Remuneration		Committee Meeting Allowance	Total Remuneration	Remarks
	Bonus**	Meeting Allowance and Monthly Allowance			
1. Professor Dr. Thosaporn Sirisumphand	-	665,000.00	-	665,000.00	Director/ Chairman of the Board, ARUN PLUS Co., Ltd. from January 1 to December 31, 2022
2. Mr. Don Wasantapruek	3,950,311.44	202,580.65	112,500.00	4,265,392.09	Independent Director/ Chairman of the Nomination and Remuneration Committee, PTT Global Chemical Plc. from January 1 to March 13, 2022 (He passed away on March 14, 2022.)
3. Mr. Danucha Pichayanan	-	460,000.00	-	460,000.00	Director, ARUN PLUS Co., Ltd. from January 1 to December 31, 2022
4. M.L. Chayotid Kridakon	-	460,000.00	-	460,000.00	Director, ARUN PLUS Co., Ltd. from January 1 to December 31, 2022
		699,032.26	135,000.00	834,032.26	Independent Director/ Member of the Corporate Governance and Sustainability Committee, PTT Global Chemical Plc. from May 14 to December 31, 2022



Name	Director Remuneration		Committee Meeting Allowance	Total Remuneration	Remarks
	Bonus**	Meeting Allowance and Monthly Allowance			
5. Mr. Auttapol Rerkpiboon***	3,934,426.00	1,380,000.00	-	5,314,426.00	Director, PTT Exploration and Production Plc. from January 1 to December 31, 2022
	3,166,633.82	1,122,000.00	-	4,288,633.82	Director/ Chairman of the Board, PTT Oil and Retail Plc. from January 1 to December 31, 2022.
	-	25,000.00	-	25,000.00	Director, ARUN PLUS Co., Ltd. from January 1 to February 15, 2022

Remarks:

* According to the new International Financial Reporting Standards

** Directors have received the 2022 annual bonuses (for the 2021 performance) for serving with PTT Global Chemical Plc., and PTT Oil and Retail Business Plc., approved by the 2022 AGM of each company.

*** Mr. Auttapol Rerkpiboon has complied with the terms of his employment contract as President & CEO.

8.1.3 Governance of Subsidiaries and Associates

The Corporate Governance and Sustainability Committee oversees, monitors, and assesses the corporate governance and Anti-fraud and Corruption performance of PTT and PTT Group through PTT Group Way of Conduct. The Committee provides policies and guidelines to the Governance, Risk and Compliance Management Committee: GRMC, chaired by the Senior Executive Vice President, Organization Effectiveness and Corporate Governance. GRMC is tasked with the supervision of conformance with good governance principles, operational risk management, internal control, and compliance with laws, rules, and regulations of the organization, including setting an action plan and annual goals, approved by the Corporate Governance and Sustainability Committee and PTT Board of Directors.

A summary of PTT's promotion of compliance with the policy and guidelines for the governance of subsidiaries and associates appears below:

1. Development of PTT Group Guideline for New Company to meet PTT's business operations and expansion, thereby accommodating newly established companies with different contexts, taking into account corporate governance, appropriate risk management and internal control, and compliance with laws, rules, and regulations, as well as consistent operating guidelines throughout PTT Group.
2. Development of PTT Group Way of Conduct Web Portal, which is a database and communication channel among policy owners and administrating units of affiliates and PTT Group companies in pursuit of standardized implementation.
3. Site visits aimed at efficient mobilization of PTT Group management approach, communication aimed at setting goals and GRC strategies, and counseling on PTT Group management approach for affiliates.



4. Strengthening of the mastery of GRC and emphasis on various guidelines through knowledge-sharing sessions and the following development programs for PTT Group companies:
 - MD on Board for senior management team members that are MDs or CEOs in PTT Group,
 - Secondment Development Program for PTT's executives and employees serving in affiliates.

8.1.4 Corporate Governance Policy and Guideline Compliance Control

(1) Internal Information Guideline

PTT provides notifications and campaigns against the use of insider information through PTT's communication channels, for example, internal e-mail and internal PR to refrain from purchase/ sale/ transfer of PTT's securities for 1 day during the financial statement closing date to the date of reporting the financial statement to the Stock Exchange of Thailand on a quarterly basis; and communicate good practices in the CG Handbook through CG Tips.

PTT has instituted a system for reporting trading of PTT Group's securities in advance. If PTT's personnel need to trade such securities, they must inform the Company Secretary through such a system at least two days in advance. In 2022, there was no reported transaction outside silent periods involving those whose jobs involved internal information; no major incidents occurred that impacted PTT and no accusations of using inside information by regulators.

(2) Conflicts of Interest

PTT requires disclosure of information towards off conflicts of interest with PTT to in turn prevent activities that could cause conflicts as well as illegal or improper activities.

Preparation of reports on potential conflicts of interest with PTT

To prevent conflicts of interest, PTT requires all employees to annually file reports to disclose possible items where employees or their relatives develop conflicts of interest with PTT each time this is discovered. In 2022, the Board, management, and all employees all filed their reports (100%) through the PTT intranet; no material cases were found. The disclosed items of conflicts of interest with PTT confirm acknowledgment that a breach of ethics and PTT's code of conduct is regarded as a disciplinary offense, subject to disciplinary actions according to disciplinary procedures and severity. This year, there was no case of a conflict of interest related to a disciplinary offense.

(3) Corporate Governance, Code of Conduct, and Anti-fraud and Corruption Activities

The Corporate Governance and Sustainability Committee (Board level) and the Governance, Risk and Compliance Management Committee (GRMC) (Management level) provide oversight and monitor PTT's execution of corporate governance, operational risk management, internal control, and compliance. GRMC serves as PTT's Anti-Fraud and Corruption Operation Center for State Enterprises and is charged with steering and implementing plans for corporate governance and Anti-fraud and Corruption together with the definition of goals and KPIs approved by the Corporate Governance and Sustainability Committee and the Board. Besides its constant implementation and development as mentioned under Section 6 Corporate Governance on the topic of Anti-fraud and Corruption, this year PTT executed the following promotional activities on Corporate Governance, Code of Conduct, and Anti-fraud and Corruption:



- Launched the 5th Revision of CG Handbook and organized the signing ceremony for PTT Board and PTT Management Committee to be role models in accepting and implementing. 100% of directors, executives, and employees of PTT signed and implemented the 5th revision of the CG Handbook.
- Communicated the launch of the 5th Revision of CG Handbook to build an understanding of the content and details of the new CG Handbook for PTT management and employees through all function meetings.
- Communicated corporate governance and Anti-fraud and Corruption together with delivering the CG Handbook to all new employees for study and acknowledgment as their guidelines.
- Prepared three e-learning courses: 1) CG and Anti-Fraud and Corruption to comply with the 5th Revision CG Handbook, covering established good practices such as prevention of inside information use, prevention of conflicts of interest, and anti-corruption, etc. 2) Conflict of Interest; and 3) the Basic Knowledge on Organic Act on Anti-Corruption, B.E. 2561 (2018). Communicate to executives and employees for self-study in all work areas. The total number of PTT employees participating in the training was 95.16, 93.93 and 93.90%, respectively.

Other PTT e-learning courses on corporate governance and Anti-fraud and Corruption for employee selection suitable for their operation e.g. Compliance Policy, Internal Control, etc.

- Organized a workshop on Operational Risk and Internal Control and a communication session on Fraud Risk Management for representatives of all functions in PTT to build an accurate understanding of the international principles of fraud and corruption risk management and related internal control measures, and to effectively formulate and apply anti-corruption guidelines in daily operations.

In addition, PTT also organizes training and communications on Corporate Governance and Anti-fraud and Corruption from speakers inside and outside PTT, such as the COSO-Fraud Risk Management course, communicating criteria and verifying qualifications for entering into transactions with PTT, etc.

- Fostered an ambiance of awareness through PTT's various internal media, including GRC intranet/CG Intranet, GRC inquiries through GRChelpdesk@pttplc.com, CG reminders through CG Tips and Do-Don't, GRC PODCAST, GRC Short Video, GRC Lesson Learned via internal e-mail and PR, for everyone's information about CG/ GRC, and knowledge sharing as well as engagement in activities of interest. PTT also requires GRC Talk as the subject to be part of agenda-based meetings for all functions e.g. PTT Management Committed meeting, serving as a communication channel and promotional tool for CG/ GRC awareness.
- Organized a GRC Camp for the 9th consecutive year. The 2022's activities were a hybrid event, comprising discussion and experience sharing of GRC implementation by senior management team members of GRC and business functions titled "Trust" & "Inspired" by Digital Integrity so that employees may adapt the knowledge to their jobs, mutually create value as a company with good governance, strengthen PTT's integrity culture and together sustainably drive PTT's business domestically and internationally.
- Valued corporate governance among PTT Group in line with the PTT Group Way of Conduct by appointing PTT Group Corporate Governance Committee, whose goal is to upgrade corporate governance standards for PTT Group to comparable levels and define action plans and relentlessly proactive guidelines for public relations through PTT Group CG Day, a campaign to



promote and publicize corporate governance by PTT Group, namely PTT, PTTEP, GC, TOP, IRPC, GPSC and OR. Guests of honor from external agencies included representatives of SET, SEC, IOD, the Foundation of Anti-Corruption Networks, and the Office of the Ombudsman, along with business partners, the Boards, executives, and employees of PTT Group. In 2022, PTT Group CG Day: Togethervers – CG Power for Sustainability & Beyond was organized as a hybrid event to illustrate the commitment to driving PTT Group with CG principles while remaining committed to business conduct with CG, prepared to cope with future changes and challenges to become a sustainable organization that builds trust among stakeholders.

- Strived to build transparent networks for a robust Thai society by strongly advocating its business partners' declaration of the intention to join Thai Private Sector Collective Action Against Corruption (CAC) to lower risks of corrupt practices across the supply chain. In 2022, PTT educated and urged business partners to join CAC at the annual suppliers' seminar and the annual supplier seminars for NGV and gas distribution pipeline functions.
- Promoted and shared knowledge with external agencies to upgrade corporate governance standards. Management team members served as speakers to share their CG experience and concept on various occasions. Welcomed public and private entities, including educational institutions, on-site visits, where the experience was shared, and observation was made on PTT's corporate governance practices.
- In 2022, PTT assessed corporate governance and anti-fraud and corruption performance to develop related tasks. It was found that 99.7% commanded good understanding, 97.1% were satisfied with good to very good GRC communication, and 96% were satisfied with related GRC implementation by PTT.

(4) Whistleblowing

All stakeholders can contact, learn, and provide clues either inside the corporation through the intranet web board or outside through PTT website, phone, written notification, e-mail to Investor Relations Department, Office of the President, Corporate Communication and Branding Department, Good Governance and Corporate Ethics Department, or Customer Relation Center as follows:

Phone : 1365 Contact Center, 0-2537-2000
 LINE@ : @contact1365
 Website : www.pttplc.com
 Email : Customer Relations Center:
 1365@pttor.com
 Corporate Communication
 and Branding Department:
 corporate@pttplc.com
 Office of the President:
 corporatesecretary@pttplc.com
 Investor Relations Department:
 ptt-ir@pttplc.com
 GRC Hotline:
 GRChelpdesk@pttplc.com
 Whistleblowing:
 pttvoice@pttplc.com

All questions, comments, and recommendations are forwarded to related units to act or remedy through the whistleblowing system, with follow-ups made through alerts under the e-mail system under applicable service level agreements (SLA). If action is not completed, the next superior is reminded to take action. When the action is taken, the responsible unit informs the whistleblower and follows up again by inquiring about service satisfaction by a Contact Center officer. Executives monitor all information monthly to gauge trends and use them as guidelines for process and goods and service improvement to meet all stakeholders' needs. This year, excluding complaints about PTT Oil and Retail Business Plc. (OR), 6,202 questions, comments, and recommendations were filed, most dealing with NGV discount cards, NGV fleet cards, and requests for corrections to receipts, tax invoices, and other documents.



PTT enables the public to file grievances and complaints when coming across improper or unethical behavior of directors, executives, or employees. These are made known to PTT Board, the Audit Committee, President & CEO, Senior Executive Vice President, Organization Effectiveness and Corporate Governance. Senior Executive Vice President, Office of General Counsel, Executive Vice President, Corporate Human Resources, and Executive Vice President, Office of Corporate Audit. PTT listens to all complaints in an equitable, transparent, attentive, and fair manner, with suitable action periods and due safeguarding of confidential information and whistleblower protection.

To this end, Good Governance and Corporate Ethics Department is a center for grievances and whistleblowing, follow-ups of notifications, protection and fairness assurance for whistleblowers concerning corporate corrupt practices, including reports of investigation and punishment to management and relevant committees, apart from notification to related parties. In 2022, a total of 27 complaints were made through whistleblowing channels for fraud and non-compliance. After due consideration under the process, 25 were found to be without grounds for fraud, and 2 were under fact-finding processes. If wrongdoing is found, disciplinary action or legal action will be taken, as well as informing suggestions to related agencies to consider improving the process or having measures to prevent a recurrence.

(5) The Reporting of Securities Holding Portfolio

In 2022, PTT, by the Office of the President, issued a reminder on four occasions to each of the directors and management team on forbidding the trading or transfer of PTT securities (1) from January 1 to February 28, 2022 (fiscal year 2021) or until the date PTT disclosed the 2021 financial statements to The Stock Exchange of Thailand; (2) from April 1 to May 15, 2022 (first quarter budget of 2022) or until the date PTT disclosed the financial statements of the first quarter budget of 2022 to The Stock Exchange of Thailand; (3) from July 1 to August 15, 2022 (second quarter budget of 2022) or until the date PTT disclosed the financial statements of the second quarter budget of 2022 to The Stock Exchange of Thailand; (4) from October 1 to November 16, 2022 (third quarter budget of 2022) or 1 day after PTT disclosed the financial statements of the third quarter budget of 2022 to The Stock Exchange of Thailand. In addition, PTT defined a policy of avoiding securities trading of PTT Group outside these periods. Directors and management strictly complied with this. If necessary to trade PTT Group securities, they must inform the Company Secretary at least two days ahead.

Securities Portfolios of Directors, 2021 - 2022

No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
1.	Professor Dr. Thosaporn Sirisumphand	-	-	-	-
	Spouse and children under legal age	18,000	18,000	-	(No trading transaction of PTT shares in 2022)
2.	POL. GEN. Rungroj Sangkram	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
3.	Mr. Danucha Pichayanan	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-



No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
4.	GEN. Teerawat Boonyawat	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
5.	Mr. Jatuporn Buruspat	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
6.	M.L. Chayotid Kridakon	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
7.	Mr. Krishna Boonyachai	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
8.	Associate Professor Dr. Chayodom Sabhasri	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
9.	Mr. Payong Srivanich	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
10.	Mr. Phongsthorn Thavisin	10,000	10,000	-	(No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	-	-	-
11.	Mr. Krisada Chinavicharana	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
12.	Associate Professor Dr. Narongdech Srukhsit	-	-	-	-
	Spouse and children under legal age	1,399	1,399	-	(No trading transaction of PTT shares in 2022)
13.	Mr. Chansin Treenuchagron	N/A	-	-	Newly appointed on May 14, 2022 (No PTT share held)
	Spouse and children under legal age	N/A	-	-	-
14.	Dr. Prasert Sinsukprasert	N/A	-	-	Newly appointed on December 26, 2022 (No PTT share held)
	Spouse and children under legal age	N/A	-	-	-
15.	Mr. Auttapol Rerkpiboon	225,000	225,000	-	Information is shown in Securities Portfolio of Executives
	Spouse	43,000	43,000	-	-
	Children under legal age	-	-	-	-

Remark:

No PTT share was held by directors' spouses and children under legal age except those of No. 1, 12 and 15.



Securities Portfolios of Directors Who Completed Their Terms or Resigned in 2022

No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
1.	Mr. Don Wasantapruek	-	N/A	N/A	Passed away on March 14, 2022. (No PTT share held during his directorship in 2022)
	Spouse and children under legal age	-	N/A	N/A	-
2.	Mrs. Premrutai Vinaiphath	-	N/A	N/A	Resigned, effective from November 1, 2022 (No PTT share held during his directorship in 2022)
	Spouse and children under legal age	-	N/A	N/A	-

Securities Portfolio of Executives, 2021 and 2022

No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
1.	Mr. Auttapol Rerkpiboon	225,000	225,000	-	(No trading transaction of PTT shares in 2022)
	Spouse	43,000	43,000	-	-
	Children under legal age	-	-	-	-
2.	Mr. Wuttikorn Stithit	141,210	141,210	-	(No trading transaction of PTT shares in 2022)
	Spouse	90,960	90,960	-	-
	Children under legal age	-	-	-	-
3.	Mr. Noppadol Pinsupa	136,000	136,000	-	(No trading transaction of PTT shares in 2022)
	Spouse	298,000	298,000	-	-
	Children under legal age	-	-	-	-
4.	Dr. Buranin Rattanasombat	214,190	214,190	-	(No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	-	-	-
5.	Miss Pannalin Mahawongtikul	288,120	288,120	-	(No trading transaction of PTT shares in 2022)
6.	Mr. Terdkiat Prommool	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
7.	Mr. Chadil Chavanalikhorn	N/A	-	-	Newly appointed executive on October 1, 2022 (No PTT share held)
	Spouse and children under legal age	N/A	-	-	-



No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
8.	Miss Peangpanor Boonklum	-	-	-	(No PTT share held)
9.	Mrs. Nivadee Jaroensitipun	N/A	-	-	Newly appointed executive on November 1, 2022 (No PTT share held)
	Spouse and children under legal age	N/A	-	-	-
10.	M.L. Peekthong Thongyai	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
11.	Mr. Prasong Intaranongpai	N/A	20,750	-	Newly appointed executive on October 1, 2022 (No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	N/A	-	-	-
12.	Mr. Cherdchai Boonchoochauy	N/A	-	-	Newly appointed executive on October 1, 2022 (No PTT share held)
	Spouse and children under legal age	-	-	-	-
13.	Mr. Chansak Chuenchom	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
14.	Mr. Montri Rawanchaikul	64,000	64,000	-	(No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	-	-	-
15.	Dr. Kongkrapan Intarajang	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
16.	Mr. Kris Imsang	100,000	100,000	-	(No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	-	-	-
17.	Mr. Worawat Pitayasiri	-	-	-	(No PTT share held)
	Spouse and children under legal age	-	-	-	-
18.	Mr. Suchat Ramarch	160,800	160,800	-	(No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	-	-	-
19.	Mrs. Chanamas Sasnanand	130,000	130,000	-	(No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	-	-	-
20.	Miss Jaroonsri Wankertphon	26,000	26,000	-	(No trading transaction of PTT shares in 2022)

Remark:

No PTT share was held by executives' spouses and children under legal age except those of No. 1, 2, and 3.



Securities Portfolios of Management Transferred/ Resigned/ Retired in 2022

No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
1.	Mr. Atikom Terbsiri	-	N/A	N/A	Retired on October 1, 2022 (No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	N/A	N/A	-
2.	Mr. Disathat Panyarachun	-	N/A	N/A	Early retirement on December 1, 2022 (No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	N/A	N/A	-
3.	Mr. Wirat Uanarumit	159,000	N/A	N/A	Retired on October 1, 2022 (No trading transaction of PTT shares in 2022)
	Spouse	12,000	N/A	N/A	-
	Children under legal age	-	N/A	N/A	-
4.	Mr. Chawalit Tippawanich	10,000	N/A	N/A	Retired on October 1, 2022 (No trading transaction of PTT shares in 2022)
	Spouse and children under legal age	-	N/A	N/A	-
5.	Miss Jiraphon Kawswat	-	N/A	N/A	Retired on October 1, 2022 (No trading transaction of PTT shares in 2022)
6.	Miss Wilaiwan Kanjanakanti	36,990	N/A	N/A	Executive Vice President seconded to PTT Oil and Retail Plc. as Chief Financial Officer from October 1, 2022 (No trading transaction of PTT shares in 2022)

Remark:

PTT has issued and offered 60,000,000 warrants to the President, management, PTT employees, and employees of PTT Group companies seconded to PTT consisting of two batches: PTT-W1 (40,000,000 units), offered in 2005, with the last exercise date on August 31, 2010, and PTT-W2 (20,000,000 units), offered in 2006, with the last exercise date on September 28, 2011. All warrants were exercised, and no new ones have been issued.



Securities Portfolios of Management Transferred/ Resigned/ Retired in 2023

No.	Name	Number of Shares			Remarks
		As of Dec. 31, 2021	As of Dec. 31, 2022	Change during the Year (Shares)	
1.	Mr. Bandhit Thamprajamchit	N/A	N/A	N/A	Newly appointed executive on January 1, 2023
	Spouse and children under legal age	N/A	N/A	N/A	-
2.	Mr. Pongpun Amornvivat	N/A	N/A	N/A	Newly appointed executive on January 1, 2023
	Spouse and children under legal age	N/A	N/A	N/A	-

(6) Filing of Assets and Debts to NACC

Details appear in Section 6 Corporate Governance Policy “**Section 6.1 Overview of Corporate Governance Policy and Guidelines**”

(7) Declaration of Vested Interests in Meetings

Details appear in Section 6 Corporate Governance Policy “**Section 6.1 Overview of Corporate Governance Policy and Guidelines**”

(8) Deliberation and Review of Related Transactions

Details appear in Section 6 Corporate Governance Policy “**Section 6.1 Overview of Corporate Governance Policy and Guidelines**”

8.2 Reports of Specific Committees’ Performance This Past Year

The Board of Directors values corporate governance and thus appoints five specific committees to consider significant matters: the Audit Committee, Nominating Committee, Remuneration Committee, Corporate Governance and Sustainability Committee, and Enterprise Risk Management Committee.

In 2022, PTT Board approved the improvement of authority, duties, and responsibilities of the Audit Committee to include the review of operations in line with the criteria of the State Enterprise Assessment Model (SE-AM) of the State Enterprise Policy Office and receiving of complaints and whistleblowing on fraud, malpractice, misconduct, and non-compliance. This is to comply with the guidelines set out in PTT Regulations on the Audit Committee and Internal Audit Unit B.E. 2564 (2021). Also, PTT Board approved the improvement of roles and responsibilities, and structure of the Corporate Governance Committee as the Corporate Governance and Sustainability Committee to make the roles and responsibilities of sustainability management clearer, and in line with the best practices according to the Corporate Governance Report of Thai Listed Company: CGR criteria.



8.3 Report of the Audit Committee for 2022

8.3.1 Report of the Audit Committee

Details can be found on pages 320 - 322

8.4 Report of the Specific Committees for 2022

8.4.1 Report of the Nominating Committee

Details can be found on pages 323 - 324

8.4.2 Report of the Nominating Remuneration Committee

Details can be found on pages 325 - 326

8.4.3 Report of the Corporate Governance and Sustainability Committee

Details can be found on pages 327 - 330

8.4.4 Report of the Enterprise Risk Management Committee

Details can be found on pages 331 - 333

Report of the Audit Committee



PTT Plc.'s present Audit Committee is made up of three knowledgeable independent directors, chaired by Police General Rungroj Sangkram, Mr. Krishna Boonyachai, and Associate Professor Dr. Chayodom Sabhasri serving as members. Serving as secretary to this committee is Mr. Chayagorn Leangruenrom, Executive Vice President, Office of Corporate Audit, in place of Mr. Chadil Chavanalikhikorn, Senior Executive Vice President, Organization Effectiveness and Corporate Governance from November 1, 2022.

In 2022, the Committee executed its Board-assigned duties and those under its own charter, which agreed with SEC's best practices. It reviewed and advocated PTT's corporate governance, together with adequate risk management and internal control system. It ensured PTT's emphasis on being a transparent organization with efficient and effective internal audit activity, while aligning corporate goals, and enhancing the internal audit quality, the journey of Office of Corporate Audit to be a trustworthy partner for sustainable long-term value creation for PTT with due regard for satisfying stakeholders' expectations.

1. Advocated the elevation of the corporate governance, risk management, internal control, and compliance processes, with a focus on raising awareness of employees' careful and thoughtful actions, implementing Carrot and Stick incentive concept, including the review of rules and regulations related to the contextual operation together with the cautious supervision of operations in accordance with internal control process. Both short-term and long-term tangible measures and guidelines were defined to prevent the possibility of Non-compliance.



2. Encouraged management to focus on operational safety standards and cybersecurity as well as providing suggestions to the management to closely monitor global economic trends and carefully consider investments by adopting tools or indicators to manage both short-term and long-term risks, including critical early warning indicators to ensure that PTT operates professionally by appropriate and prompt monitoring and managing relevant risks.

3. Assigned a policy for strengthen PTT Group's internal audit quality to efficiently, effectively, and credibly accommodate stakeholders' expectations by focusing on performance audit practices and increasing the role of advisory that create more value for PTT and PTT Group. The Committee encouraged internal auditor professional certification and personnel development as well as improving the internal audit processes by applying more technology in internal audit activity.

In 2022, the Committee held 18 meetings, with all three members participating in all meetings.

Summary of Performance

1. Review of Financial Reports:

The Committee reviewed quarterly and annual financial reports together with consolidated financial reports with the Management, the Office of Corporate Audit, and the External Auditor. It asked the External Auditor about the accuracy and completeness of financial reports, adjustment of material account entries and accounting projections affecting such reports, adequacy, and suitability of account recording, audit scope, information disclosure that was accurate, complete, and adequate, as well as its own freedom. All these elements ensured that the preparation of financial reports abided by legal requirements as well as accounting standards under generally accepted accounting principles that were credible and timely, and that adequate information was disclosed for users' benefit.

2. Review of Risk Management Process:

In conjunction with the Management, the Committee regularly reviewed the efficiency and effectiveness of the risk management process as well as the policy, action plans, and risk management approach that affect PTT Group's operations. It also provided advice for process improvement and prompt actions for unforeseen events.

3. Review of Internal Control Process:

The Committee reviewed PTT's internal control with the Office of Corporate Audit every quarter by examining its operation, resource consumption, stewardship of properties, prevention or reduction of errors or damage, losses, waste, or potential of fraud, the credibility of financial reports, including compliance with laws, regulations, and Cabinet resolutions. No significant problems or material shortcomings were detected. This year's assessment outcomes of internal control against SET's best practices and the Ministry of Finance's Internal Control Standards for Government Agencies, B.E. 2561 (2018), according to PTT management, were that PTT had indeed designed adequate and appropriate control mechanisms, with ongoing compliance.

4. Review of Governance Process:

The Committee reviewed the process of compliance with applicable laws and regulations, business protocols, related party transactions or those with potential conflicts of interest and connected transactions among PTT Group to ensure sensible conformance to normal business terms. The Committee also reviewed the complaint handling and whistleblowing process.

5. Review of the Implementation According to the State Enterprise Assessment Model (SE-AM) of the State Enterprise Policy Office, Ministry of Finance:

The Committee reviewed PTT's operating process according to the SE-AM together with the Office of Corporate Audit and related agencies per year, covering eight Core Business Enablers i.e. corporate governance and leadership, strategic planning, risk management and internal control, stakeholder and customer management, digital technology, human capital management, knowledge management and innovation management, and internal audit by monitoring the implementation of relevant observations/ recommendations to ensure that PTT's operating process complied with the SE-AM, with continuous improvement.

6. Monitoring of Internal Audit Activity:

The Audit Committee reviewed the Office of Corporate Audit's strategic plan, annual and long-term audit plans, including audit results and performance according to the plans. To this end, it advised and monitored corrective actions for significant aspects of good governance and adequate internal control. It considered amending the internal audit charter. Also reviewed were the KPIs, the Office's budget adequacy, personnel, independence of the Office, and the annual merit consideration for the Executive Vice President heading the Office for further presentation to the Board. The Committee also supervised continuing quality assurance and improvement program of the Office of Corporate Audit.

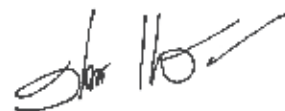
7. Maintaining the quality of the Audit Committee:

The Committee reviewed its own charter and assessed its own performance as a group and as individuals (self-assessment and cross-assessment) against SET's best practices to ensure efficient and fruitful performance. Overall assessment result was "good", and action plans for performance improvement were set. The Committee reported its performance outcomes to the Board every quarter.

8. Appointment of the External Auditor for 2023:

The Committee considered and endorsed the auditor from EY Office Company Limited to be the External Auditor of PTT for 2023 for the Board's concurrence and the shareholders' approval at the 2023 AGM, together with its audit fees. The Committee also met exclusively with the External Auditor on one occasion in absence of PTT management to discuss the audit scope, guidelines, and plans together with its performance freedom and comments with a focus on accurate, complete, and adequate presentation of data.

In summary, the Audit Committee executed its charter duties and responsibilities with due competence, care, prudence, and independence while providing comments and advice for the equitable benefit of all stakeholders. Its view is that PTT's financial statements are accurate, credible, and align with generally accepted accounting standards. In addition, PTT practiced compliance with applicable laws and business obligations, together with good governance, adequate risk management and internal control, conformance to rules along with efficient and effective internal audit activity.



Police General Rungroj Sangkram
Chairman of the Audit Committee

Report of the Nominating Committee



The Nominating Committee consists of three directors, chaired by Mr. Danucha Pichayanan, independent director, with Mr. Payong Srivanich, independent director, and Mr. Phongsthorn Thavisin, independent director, as members. The Company Secretary or the Executive Vice President, Company Secretary and Corporate Relation serves as its secretary.

In 2022, the Committee executed Board-assigned duties with due prudence, transparency, and fairness and improved its approach to align with up-to-date business strategies with due regard for shareholders' and stakeholders' best interests. This year, the Committee held 15 meetings as shown below:

January 1, 2022 to March 13, 2022

- Mr. Don Wasantapruek
Chairman
Attended 1 meeting
- Mr. Payong Srivanich
Member
Attended 1 meeting
- Mr. Phongsthorn Thavisin
Member
Attended 1 meeting

March 14, 2022 to April 7, 2022

- Mr. Payong Srivanich
Member
Attended 2 meetings
- Mr. Phongsthorn Thavisin
Member
Attended 2 meetings

April 8, 2022 to December 31, 2022

- Mr. Danucha Pichayanan
Chairman
Attended 11 meetings
- Mr. Payong Srivanich
Member
Attended 12 meetings.
- Mr. Phongsthorn Thavisin
Member
Attended 12 meetings.

The Nominating Committee considered the following important matters:

- Nominated directors to replace those who were due to retire by rotation, based on diverse information, from various professions with suitable qualifications under applicable laws and regulations, PTT's Articles of Association, and the corporate governance code. Nominated candidates must be duly competent, skillful, and qualified for PTT's business strategies, based on an analysis of the PTT Board Skill Matrix and the Director's Pool of the Ministry of Finance and Thai Institute of Directors Association (IOD). Their track records as well as past to present roles must ensure shareholders' confidence. Their background must also be unblemished experiences and without conflicts of interest with PTT. The names of qualified candidates were tabled for the Board's concurrence for appointment by the Annual General Meeting (AGM). Those names must also have the endorsement of a Sub-Committee for the Screening Committee for State Enterprise Committee along with the endorsement of the Chairman, State Enterprise Policy Committee, in keeping with the Cabinet resolution on state enterprise director's appointment guidelines dated August 6, 2019.
- Nominated directors to replace those resigning during the year. To this end, the Committee carefully tabled qualified names along with their profiles to the Board for the appointment. The names must also secure prior concurrence from the State Enterprise Policy Committee.

- Nominated directors for specific committees, based on their compositions, qualifications, expertise, competencies, related skills, and suitability (Skill Matrix) for the Board's appointment, except for the Nominating Committee itself, which is to be appointed by the Board. The suitability of specific committees must be considered in line with the company's vision, strategy, and sustainability goals.

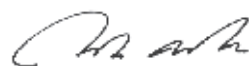
- Reviewed the Board Skill Matrix as well as the matrix for the five specific committees and added skills, knowledge, and expertise in Life Science to align with PTT's vision and strategies. In addition, the goal of nominating at least two female directors was considered for Board structure and composition, as well as setting KPIs for Board performance assessment (in addition to the Board assessment) and tabling the reviews for the Board's comments.

- Considered and screened the appointment, transfer, and promotion of Executive Vice President levels and above, and provided guidelines for the appointment, transfer, or promotion of the management level for appropriateness, including considering the succession plan of senior executives for the continuous growth of the organization.

- Discussed the supervision/ driving of the Board's performance guidelines for sustainable development.

- Improved the roles and responsibilities of the Nominating Committee to be thorough and align with PTT's regulations. .

In addition, in 2022, the Board gave minor shareholders the opportunity to nominate directors, but no such nomination was put forward for the 2023 AGM. For transparency, other details appear in this 56-1 One Report.



Mr. Danucha Pichayan

Chairman of the Nominating Committee

Report of the Remuneration Committee



In 2022, the Board of Directors appointed the Remuneration Committee, which consists mainly of independent directors. The Committee is chaired by General Teerawat Boonyawat, independent director, with Mr. Krisada Chinavicharana, director, and Mr. Chansin Treenuchagron, independent director, as members. The Company Secretary or the Executive Vice President, Company Secretary and Corporate Relation serves as its secretary.

The Committee performed its duties with prudence and care by screening and commenting on key issues for the Board's consideration. In 2022, the Committee held 6 meetings as shown below:

January 1, 2022 to April 7, 2022

- GEN. Teerawat Boonyawat
Chairman
Attended 2 meetings
- Mr. Krisada Chinavicharana
Member
Attended 2 meetings
- Mr. Payong Srivanich
Member
Attended 2 meetings

April 8, 2022 to May 13, 2022

- GEN. Teerawat Boonyawat
Chairman
- Mr. Krisada Chinavicharana
Member

May 14, 2022 to December 31, 2022

- GEN. Teerawat Boonyawat
Chairman
Attended 4 meetings
- Mr. Krisada Chinavicharana
Member
Attended 4 meetings
- Mr. Chansin Treenuchagron
Member
Attended 4 meetings



The summary of performance is highlighted as follows:

- Considered the 2022 remuneration for the Board and its specific committees, based on PTT's performance and business size, practices of listed companies of the same industry and leading ones worldwide, along with Board responsibilities and the outcomes of Board assessment under various topics defined in the annual assessment forms. The remuneration was tabled for the Board's concurrence and subsequent proposal for approval at the 2022 AGM.
- Considered the assessment guidelines for determining remuneration for the President & CEO by taking into account factors and weights in various aspects such as performance which is linked to PTT's performance agreement with the Ministry in charge, the Ministry of Finance, his performance against the corporate vision, together with his managerial ability, leadership, self-assessment. Key recommendations were provided to improve the performance estimation guideline according to the State Enterprise Assessment Model (SE-AM), PTT uses as a reference in evaluating the President & CEO to have a comparable score with the assessment of the State Enterprise Policy Office (SEPO), as well as to be used as a reference evaluating executives and employees at all levels before tabling its views to the Board.

- Considered and made recommendations on organizational restructuring to be in line with corporate direction and strategy according to the new vision "Powering Life with Future Energy and Beyond", taking into account the revenue-generating functions and redundancy of work.

- Acknowledged and commented on the assessment of senior executive vice presidents.
- Monitored the progress of variable bonuses for employees and management by emphasizing that the management considers the performance appraisal mechanism to truly reflect employee performance, including periodically reporting to the Board for acknowledgment.

For transparency, the Remuneration Committee has disclosed the remuneration of all directors and specific committees together with management remuneration in this 56-1 One Report.

General Teerawat Boonyawat
Chairman of
the Remuneration Committee

Report of the Corporate Governance and Sustainability Committee



The Corporate Governance and Sustainability Committee is committed and persisted to drive PTT to be an organization with business capability managed with transparency, auditability, ethics, and integrity management, and zero tolerance to all fraud and corruption, adhering to the principles of governance, risk and compliance (GRC), anti-fraud and corruption, sustainability management (SM) and corporate social responsibility (CSR), which creates fairness and confidence for all stakeholders, and encourage important policies to companies in PTT Group through PTT Group Way of Conduct for sustainable growth throughout the value chain.

The current Corporate Governance and Sustainability Committee is made up of three independent directors, namely Mr. Jatuporn Buruspat (Chairman), Associate Professor Dr. Narongdech Srukhosit (member), and Mr. Payong Srivanich (member). Senior Executive Vice President, Organization Effectiveness and Corporate Governance is serving as secretary. In 2022, the Committee held 6 meetings, of which details are as follows:

January 1, 2022 to April 7, 2022

- Mr. Danucha Pichayanan,
Chairman
Attended 1 meeting
- Mr. Jatuporn Buruspat,
Member
Attended 1 meeting
- Associate Professor Dr. Narongdech Srukhosit,
Member
Attended 1 meeting

April 8, 2022 to November 20, 2022

- Mr. Jatuporn Buruspat,
Chairman
Attended 4 meetings
- Associate Professor Dr. Narongdech Srukhosit,
Member
Attended 4 meetings
- Mr. Payong Srivanich,
Member
Attended 4 meetings

**November 21, 2022 to December 31, 2022***

- Mr. Jatuporn Buruspat,
Chairman
Attended 1 meeting
- Associate Professor Dr. Narongdech Srukhsosit,
Member
Attended 1 meeting
- Mr. Payong Srivanich,
Member
Attended 1 meeting

*Remark: * Improve the structure, duties, and responsibilities to be the Corporate Governance and Sustainability Committee*

The Corporate Governance and Sustainability Committee supervises, monitors, and evaluates the performance of the Company's operations, as highlighted below:

Information Disclosure and Transparency

- Prepared 56-1 One Report and disclosed PTT's quarterly performance and material information to shareholders, investors, and the public, complete with material, adequate, credible, and timely details through assorted channels, including SET's publicity channels and PTT website (www.pttplc.com). The core units taking charge of information distribution were Investor Relations Department and Corporate Communication and Branding Department.
- Disclosed 3-dimension sustainability performance information i.e. Environmental, Social and Governance (ESG) through 56-1 One Report under the topic of Driving Business towards Sustainability, Risk Management, Management's Discussion and Analysis, and Corporate Governance. The information was made public on PTT's website under the topic of Sustainability, by applying Global Reporting Initiative (GRI) Sustainability Reporting Standard, GRI 11: Oil and Gas Sector 2021, Integrated Reporting (IR) of The International Integrated Reporting Council (IIRC), The United Nations Global Compact (UNGC), and the Measuring Stakeholder Capitalism: Towards Common Metrics and Consistent Reporting of Sustainable Value Creation of the World Economic Forum (WEF). PTT's unwavering support for the UN Sustainable Development Goals (SDGs) was

confirmed, as was the adoption of Recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) in reporting its climate change operations. In addition, information disclosure was reviewed by independent external agencies on a yearly basis for entrusted confidence for the 12th consecutive year. PTT encouraged and supported PTT Group companies to disclose their information in compliance with SEC's and SET's directions that aspire listed companies to disclose their sustainability performance on a par with international practices.

Rights of Shareholders and Equitable Treatment of Shareholders

- Held the 2022 AGM and provided in advance adequate and timely information, as well as all information relevant to matters needing decisions at the AGM. Informed the shareholders about meeting rules and distributed such information on PTT's website before sending out meeting notices to give shareholders adequate time to study details. Facilitated their full exercising of meeting and voting rights under the safety measures in attending the AGM amid the COVID-19 pandemic. PTT thus achieved an "outstanding" score on the AGM Checklist assessment.
- Allowed shareholders to propose additional agenda items and nominate directors for election in advance from September 1 to November 30, 2022, under the criteria prescribed by PTT.
- Required all directors and executives to disclose vested interests of themselves and related parties for 2022 so that the Board might review PTT's transactions with potential conflicts of interest and decide in PTT's best interests. Required directors with potential vested interests in any meeting agenda items to abstain, refrain from commenting, and skip such agenda items.
- Required all directors, executives, and employees to report their conflicts of interest for 2022, which was fully implemented, and no significant conflicts were found.
- Required all directors and executives to report their securities portfolios as required by law and assigned the Company Secretary to compile and report these to the Board every quarter.



- Ensured enforcement of the Insider Trading Guidelines by asking the directors, management and personnel with privilege of inside information to refrain from PTT Group companies' securities trading. If such trading is necessary, for transparency they must notify the Company Secretary ahead of time, including providing a briefing on Insider Trading case studies to the Board by a consulting firm.

Responsibilities of the Board

- Assessed Board performance using 5 types of forms: overall, self-assessment, cross-assessment, specific committee assessment, duty and performance assessment of the Chairman, satisfaction with the performance of specific committees and chairman of each specific committee. The 2022 results were "outstanding."

- Encouraged directors to attend training courses to develop directorship competencies, such as courses hosted by the Thai Institute of Directors Association (IOD) and other relevant institutes, as well as holding in-house courses and sessions by inviting experts to provide information related to the Board's work.

- Studied business management practices in PTT Group and matters relevant to energy and related businesses.

- Held one meeting among the independent directors.
- Held one non-executive meeting.

Corporate Governance, Operational Risk Management and Internal Control, Compliance (GRC), and Anti-fraud and Corruption

- Endorsed Revision 5 of PTT's Corporate Governance, Ethical Standards and Code of Business Ethics Handbook, including the short-term (2022 Year Plan) and long-term GRC and anti-fraud and corruption action plans, as well as setting goals for further cascading for implementation, followed by continuous monitoring and recommendations to bring PTT's CG standards up to international par.

- Organized internal control assessments of operational processes of PTT and PTT Group by assessing risks, efficiency, and effectiveness of the control activities, including developing control activities to reduce the risks to an acceptable level.

- Continuously supported and pushed PTT's legal and regulatory compliance processes and managed the non-compliance practices to prevent and reduce the likelihood of repeated non-compliance in the future. In 2022, no incidents of non-compliance with substantial impacts on the organization were found.

- Supported the formulation of personal data protection policies and practices to ensure that PTT's operations related to the personal data of various groups of stakeholders have appropriate and concise governance processes and guidelines, including organizing training to educate the personnel on personal data practices and proper operations in line with the Personal Data Protection Act B.E. 2562 (PDPA).

- Supported the third-party screening program to establish standards for auditing the qualifications of those who enter into transactions with PTT to be rigorous and appropriate with effective risk management and internal control system.

- Provided policies and recommendations to management to formulate PTT Group governance policies by developing PTT Group Way of Conduct, a collection of management guidelines, principles, and work processes in various dimensions of PTT and PTT Group companies for alignment and harmony, including supporting the development of Guideline for New Company for small start-up companies with different business models.

- Advocated and urged PTT's business partners to declare their intention to join the Thai Private Sector Collective Action against Corruption (CAC).

Sustainability Management

- Determined strategic directions for sustainability management in 3 dimensions: environmental, social, and governance, with 3 enablers in the sustainability management master plan to demonstrate the social and environmental responsibility of PTT in 2021 - 2025:

- **Environmental:** Sustainable Production and Consumption,
- **Social:** People Well-being, and
- **Governance:** Good Governance and Performance Excellence.



Enablers include:

- Innovation and Technology Promotion
- Supply Chain Management
- Stakeholder Management

• Considered and approved the 2022 sustainability management plan and related action plans to support the Master Plan on Sustainability Management, Social Responsibility, and the Environment 2021 - 2025 by continuous follow-ups and recommendations.

• Considered and approved the reviews of PTT's sustainability management policy, Master Plan on Sustainability Management, Social Responsibility, and the Environment 2021 - 2025 and Sustainability Management Practice Manual 2022. Corporate Social Responsibility and Sustainable Development

Corporate Social Responsibility and Sustainable Development

• Supported PTT's social contribution activities aiming for sustainable community development by applying PTT Group's potential and expertise along with building community engagement as a positive contribution to enhancing livelihood to increase income and reducing expenses by more than 10%, as well as creating important skills for the community self-reliance to achieve sustainability, as well as aiming to become a low carbon society and raising environmental conservation awareness of society. Key social projects implemented are as follows:

1. The "Giving Breath Project": Social assistance in the COVID-19 situation
2. Assistance to disaster victims
3. PTT Group Innovation for Society Project: Enhance community economic potential, develop the agricultural area, upgrade community products, and extend tourism development by the community.
4. Smiling Community Project: Promote community product distribution via online channels.
5. Enhancing education by focusing on science and technology, creating innovation for the country.
6. Conservation and enhancement of green spaces across the country by promoting planting and maintaining green spaces and promoting livelihood for communities around the country.

7. PTT's Forest Learning Center in 3 sites: PTT Metro Forest, Wangchan Forest Learning Center, and Sirinart Rajini Mangrove Ecosystem Learning Center to transfer knowledge on forest planting and maintenance, as well as create awareness about resource conservation and the environment.

Awards of Pride

Thanks to our firm commitment to operating businesses with CG, social responsibility, and sustainability management for continuous standard enhancement, in 2022, PTT earned extensive acclaim from domestic and international entities, as highlighted below:

- Passed S&P Global Sustainability Performance Assessment and was selected as a member of DJSI for the 11th consecutive year in the World Index group and Emerging Market Index group and the leader in the Oil & Gas Upstream & Integrated (OGX).
- Three ASEAN Corporate Governance Scorecard awards: ASEAN Asset Class PLCs for listed companies with a rating of 75% or more than 97.50 points, ASEAN Top 20 PLCs for ASEAN listed companies with the top 20 scores, Country Top 3 PLCs for listed companies with the top 3 scores in Thailand.
- Excellent ranking from the Corporate Governance Report of Thai Listed Companies 2022 for the 14th consecutive year.
- Integrity & Transparency Assessment (ITA) at the A level from the NACC according to the 2022 criteria.
- Two SET Awards 2022 for the 2 consecutive year: Sustainability Awards of Honor and Best Innovative Company Awards.
- Excellent Low Carbon and Sustainable Business Assessment Program (LCSB) from Thailand Greenhouse Gas Management Organization (Public Organization).

Mr. Jatuporn Buruspat

Chairman of the Corporate Governance
and Sustainability Committee



Report of the Enterprise Risk Management Committee



The Enterprise Risk Management Committee of PTT consists of 2 members: M.L. Chayotid Kridakon, Chairman and Associate Professor Dr. Narongdech Srukhsit, Member, with Mr. Terdkiat Prommool, Senior Executive Vice President, Corporate Strategy and Sustainability, serving as secretary to the Committee. The tenure is as follows:

January 1, 2022 to April 7, 2022

- M.L. Chayotid Kridakon
Chairman
- Mr. Jatuporn Buruspat
Member
- Mrs. Premrutai Vinaiphath
Member

April 8, 2022 to October 31, 2022

- M.L. Chayotid Kridakon
Chairman
- Mrs. Premrutai Vinaiphath
Member
- Associate Professor Dr. Narongdech Srukhsit
Member

November 1, 2022 to December 31, 2022

- M.L. Chayotid Kridakon
Chairman
- Associate Professor Dr. Narongdech Srukhsit
Member

The Enterprise Risk Management Committee (ERMC) has supported the Board's performance under corporate governance principles to keep risk management efficient and effective for goal achievement while aligning with corporate vision and direction as well as mitigating impacts of business uncertainties and emerging risks that are increasingly complex and severe such as the COVID-19 pandemic, volatile world economy. The key is to ensure shareholders and stakeholders that PTT's risk management system can indeed handle these risks in all dimensions and obtain projected business goals.

In 2022, ERMC held a total of 13 meetings as highlighted below:

January 1, 2022 to April 7, 2022:

5 meetings

- M.L. Chayotid Kridakon
Attended 5 meetings.
- Mr. Jatuporn Buruspat
Attended 5 meetings.
- Mrs. Premrutai Vinaiphath
Attended 5 meetings.



April 8, 2022 to October 31, 2022:

6 meetings

- M.L. Chayotid Kridakon
Attended 6 meetings
- Mrs. Premrutai Vinaiphath
Attended 6 meetings
- Associate Professor Dr. Narongdech Srukhsosit
Attended 6 meetings

November 1, 2022 to December 31, 2022:

2 meetings

- M.L. Chayotid Kridakon
Attended 2 meetings
- Associate Professor Dr. Narongdech Srukhsosit
Attended 2 meetings

Performance Highlights

1. Steered Risk Management to Ease Business

Impacts:

Key global situations that may affect PTT Group's business operations were monitored. PTT has proactive measures focusing on management to reduce the likelihood of all risk incidents, with reactive measures if a risk event occurs to minimize the impact on organizational goals. It defined comprehensive risk management plans for all situations. In 2022, the "Risk Appetite Statement" was adjusted to be in line with the changing circumstances to ensure that PTT's risk management process is appropriate and effectively implemented.

2. Oversaw Corporate Stakeholder Management:

This was designed to make such management complete and embrace comprehensive management of all stakeholders. ERMC endorsed the following matters:

- 2.1 Summary of 2021 Stakeholder Relationship Management comprising a summary of stakeholder management and stakeholder survey results
- 2.2 Stakeholder Management Quarterly Report (2022)
- 2.3 Stakeholder Strategy and Direction (2023 - 2027) comprises stakeholder management direction, objectives and scope, including corporate issues

This included the drive for implementation by all functions and monitoring of operations and outcomes of management assessment. ERMC also provided comments and advice for goal achievement.

3. Supervised the Management of Corporate Innovations:

To ensure a complete innovation management process with efficient and systematic innovation and technology management for increased innovation effectiveness that meets PTT's strategic objectives and core goals, as well as resource optimization, thereby contributing to sustainable growth, the following matters were endorsed by ERMC:

- 3.1 Innovation Management Quarterly Report (2022)
- 3.2 Innovation Management Policy
- 3.3 Innovation Management Master Plan (2023 - 2027)

This included driving, giving comments and suggestions for PTT's innovation management to achieve tangible results and leveraging business in line with the purpose.

4. Steered Customer and Market Management:

To manage in accordance with the customer and market management framework to meet the goals and business direction by endorsing the following matters:



4.1 Customer and Market Management Quarterly Report (2022)

4.2 Customer and Market Management Strategy (2023 - 2027)

4.3 Customer Support and Complaint Management
ERMC pushed and provided feedback and recommendation on PTT's customer and market management to enhance efficiency, and create long-term satisfaction and engagement for all customers, which will contribute to the sustainability of the business in the future.

5. Considered and Commented on Complex Business Contracts and Large-scale Investments:

ERMC rigorously considered risk issues and risk management practices, advised on the pros and cons of business decisions to make the investment worth the opportunity cost and suitable for the business context, as well as carefully commented on current and new businesses PTT wants to grow in the future in line with its strategic business direction before submitting for Board's approval.

6. Closely Monitored Corporate Risk Management Every Quarter in 2022

ERMC advocated leading and lagging Key Risk Indicators (KRIs) and counseled management on the improvement of its management practices by revising risk management plans in line with prevailing business strategies and contexts. Finally, ERMC reported its performance results to the Board. This year, ERMC urged and closely monitored the outcomes of price hedging processes under highly volatile markets.

7. Screened the List of 2023 Corporate Risks and Sought Endorsement of the Board:

To this end, a list of corporate risk items and risk management plans was integrated with the preparation of the annual corporate plans. Risk management plans have thus become more explicit and aligned with corporate business directions, strategies, and objectives. Implementation was cascaded throughout the corporation to effectively address the risks.

On the whole, ERMC and PTT's risk management task force are committed to maintaining and developing the efficiency of risk management for effective and proper performance as well as keeping risks manageable. Ultimately, this would sustainably support long-term business goal achievement amid challenging circumstances.

M.L. Chayotid Kridakon
Chairman of the Enterprise
Risk Management Committee



9. Internal Control and Connected Transaction

9.1 Internal Control

PTT prioritizes continuous improvement of internal control systems by adopting the international standard of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to achieve these objectives: Operation, Reporting, and Compliance.

At the Board Meeting No. 12/2022 on December 15, 2022, with all 14 directors (11 independent directors, 3 of whom were on the Audit Committee) in attendance, the Board assessed PTT's internal control system through screening and review of assessment results from the Corporate Governance and Sustainability Committee and the Audit Committee and concluded that the 5 elements of PTT's internal control system, namely Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring and Evaluation Activities are adequate and suitable. The Company has provided sufficient personnel for efficient operation, reports are accurately and reliably prepared. Business operations comply with relevant laws and regulations, with a system to protect the company's assets and PTT Group from being wrongfully used by directors or executives or without authority, including transactions with persons who may have conflicts and connected persons.

Internal Control

PTT has further improved its procedures and systems to support internal control and ensure the efficient and speedier system's detection of problems or risks. PTT's internal control system can be summarized by COSO components as seen below:

(1) Control Environment

PTT commands a sound overall control environment that is adequate for business efficiency and effectiveness. Its executives have promoted a corporate culture focusing on integrity and ethics as role models with the following implementations:

- The Board and executives take the control environment and corporate culture seriously by defining policies for internal control, risk management, corporate governance (CG), anti-fraud and corruption, compliance, and giving and receiving of gifts, assets, or other benefits. These policies are announced for all to acknowledge, observe and training both internal and external public relations about them are organized. Regular monitoring and assessment are in place. The Board, executives, and employees must acknowledge such guidelines in writing and conform to the Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook (CG Handbook).
- Emphasizing integrity and ethics as a part of the SPIRIT corporate values to stress transparent business conduct and collaboration in the power of virtue, which explicitly embraces their everyday duties, decision-making, and treatment of all stakeholders, including suppliers and partners, customers, and third parties. PTT values equitable treatment based on fair competition, mutual respect of rights, and nurturing of relations and cooperation.
- Setting good corporate governance as a part of the organization's vision, mission, and values by considering the 3 aspects of balance which include Environment, Social, and Business Operation under Corporate Governance principles (ESG), and integrated management of stakeholders with the strategy of Trusted Brand with Business Integrity as a part of the operation.
- Company structure is based on the "Three Lines Model" management approach focusing on ensuring everyone's understanding and strictly complying with regulations, duties, and responsibilities. To this end, it aims at prevention and solution by those on the job, systematic operation with total segregation of authority for approval, review of the inspection, and verification and stewardship of assets, which results in effective checks and balances. In addition, the Office of Corporate Audit has a clear and independent reporting direct to the Audit Committee, which is marked by the decentralization of power to business units, thus giving due flexibility to communication for their duties and responsibility.
- PTT defines a written policy and procedure for human resource (HR) evaluation, development, including procedures for planning and administering the overall workforce in both short and long terms. In place are an annual analysis and revision of manpower, as well as analysis, planning, and definition of key succession processes by defining policies, regulations, tools, selection, assessment of potential, and plans for developing those in the Potential Pool for key positions. In addition, PTT has adjusted the Core Competency to align with the new vision for the potential of development plan and employee preparation in terms of necessary knowledge, skills, and experience to be able to drive the company to efficiently achieve the projected goals.

(2) Risk Assessment

PTT recognizes the importance of risk management to achieve business objectives as well as those of compliance and preparation of credible reports under changes that impact its businesses due to internal and external factors. It views risk management as a critical component of every business process that must be interconnected.



- PTT defines corporate risk management policy for all to conform to. At every level, risks are to be assessed, including those of anti-fraud and corruption. For corporate risks, management is systematically undertaken by its various management committees. Operational risks fall under the oversight of respective executives. The Enterprise Risk Management Committee (ERMC) steers and supports corporate risk management in line with business strategies and goals as well as shifting circumstances and provides advice on guidelines for monitoring and assessment to the Corporate Plan and Risk Management Committee (CPRC) to manage overall risks for maximum efficiency. It is the responsibility of all units to manage and control risks to manageable levels (risk appetite), as clearly stated in the functional descriptions of all units.
- The Business Continuity Management (BCM) process is applied to crisis management to assess guidelines for business, workforce communication, and preparation of resources and business processes for employees' uninterrupted and safe work without impacts on key goals. In addition, PTT holds annual crisis management and business continuity training to ensure the readiness of emergency management as well.
- Systematic delegation of duties to personnel groups ensures proper checks and balances. Authority is duly and fully segregated for approval, information compilation, transaction recording, receipt and disbursement of cash, reviews of inspection, and stewardship of properties. In place is an internal control system for finance and accounting, with complete, accurate, and regular recording. Systematic and consistent storage of accounting documents both documents and information are in place to comply with the law. Should PTT engage in transactions with the major shareholder, directors, executives, or their related parties, it would apply strict measures to ensure that each such transaction secures the required approval every time and every transaction. Parties with vested interests will not take part in the approval of such an item. PTT also closely monitors subsequent actions.
- PTT Group Way of Conduct serves as a mechanism and guidelines for steering the policies and business conduct among PTT Group. Multi-level Governance ensures a single implementation standard for all. The internal control policy is grouped under strategic alignment, with a report submitted to PTT annually. Site visits to PTT Group companies are arranged to engage in sharing, counseling, and recommending ideas on internal control development, including GRC and PTT Group Way of Conduct. Guidelines for operations are prepared to ensure adequacy and suitability in line with business operations for newly established companies.
- Policies, regulations, and procedures are constantly reviewed to ensure their suitability, for example, PTT Corporate Governance Policy, PTT Anti-Fraud and Corruption Policy, Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook (CG Handbook), Fraud and Corruption Risk Assessment Manual, regulations for finance and accounting, procurement, etc. to comply with law, rules, regulations, including risks and current situations.

(3) Control Activities

PTT has set a variety of control activities to manage the Company's risks to an acceptable level. Control activities with technological systems are being developed. Expectations and procedures are defined for the implementation of established policies as follows:

- PTT Management Committee (PTTMC) reviews financial and non-financial reports of all business groups and regularly reviews performance to ensure conformance to regulations, protocols, and job manuals. PTT defines written policies and procedures. Portions of businesses have been identified for key risks, and mechanisms have been defined to control and minimize errors. Regularly performance reviews by the management are in place, including financial, procurement, and general administrative transactions.



- A third-party screening has been developed for greater efficiency and transparency to reduce the impact on the company's business, reputation and image, by designing process, analyze, assess suppliers, customers, partners and employees that is standardized and suitable for business operations, including an audit database to serve as an information center for risk assessments and transaction management, to foster credibility and confidence in engagement with business partners and stakeholders.
- PTT defines its requirement on the standard for compliance with the Digital Policy and IT Security Policy to control, develop, or execute change management to its computer work systems. The practical guidelines embrace various work procedures, including requesting, testing, and migrating for actual application, and major system maintenance, e.g., data backup. Also in place are policies IT Security Policy compliance for controlling key infrastructure, including the security of network systems and operation centers and access control to wireless networks.
- Operations controls by information technology system in line with regulations and requirements through ERP system, procurement, PTT Bid Submission system and expense disbursement system are designed. Robotic Process Automation (RPA) has been introduced to enhance efficiency, and reduce manual operation e.g. information verification before account closure, information review before billing.
- PTT values the steering of sustainability management together with security, safety, health, and environment (SSHE), all of which are likened to a vital shield against risks or impacts, and efficiently as well as effectively lowering potential losses suffered by all stakeholders, assets, work processes, data, and the surroundings. This would bring about business sustainability while extending performance in all aspects of excellence for vision and goal attainment. In 2022, tools and processes for sustainability management are defined

in Section 9.2 Strategic Sustainable Development and Section 9.3 Sustainable Development Report in the "State Enterprise Assessment Mode: Core Business Enablers" required by the State Enterprise Policy Office. In the sustainability management governance structure, the Board supervises, monitors, and provides policies as well as recommendations on sustainability management and SSHE; the Corporate Governance and Sustainability Committee (CGSC) reviews, orders, and comments on the implementation outcomes of strategy, plan, key sustainability and SSHE goals and indicators every quarter. The PTT Management Committee, led by the President & CEO, monthly screens, orders, and comments, supported by subcommittees at the management level for specific matters and management practices at the strategic level and operating level for sustainability and SSHE, namely Governance, Risk and Compliance Management Committee (GRCMC), PTT Group Sustainability Management Committee (GSMC) and Corporate Plan and Risk Management Committee (CPRC). To this end, centralized departments are Good Governance and Corporate Ethics Department, Sustainability Strategy Department, and Corporate Planning and Budgeting Departments. **Details about sustainability management and SSHE management appear under Section 1 "Business Operations and Performance", Section 3 "Driving Business for Sustainability" of this 56-1 One Report, and "Sustainability" on PTT website.**

(4) Information and Communication

PTT values the quality of information and communication, an essential part that supports effective internal control with information disclosed and communicated via various channels to executives and employees at all levels and stakeholders outside PTT. PTT has channels for safely reporting information or clues about fraud or corruption. The guidelines for managing information and communication are as follows:



- Managing data by classifying levels of confidentiality; defining guidelines for storing key documents and control documents, and internal and external operation-supporting data to ensure that key information related to business is accurate, complete, adequate, and timely that an efficient data analytics and storage system is in place to ensure that the data used are credible and adequate for timely decision-making, including managing the use of personal data in line with the Personal Data Protection Act B.E. 2562.
- Formulating various internal communication channels, namely Town Hall, intranet communication, electronic mail, orientation, and Learning Management System.
- Creating communication channels with external stakeholders including PTT's website and social media. Directly responsible units regularly disclose key data to all stakeholders. PTT set up its 1365 Call Center to centralize data provision covering integrated goods and services for interested parties. Moreover, PTT allows shareholders to propose AGM agenda items and nominates directors in advance, thus promoting corporate governance under the rights of shareholders and equitable treatment.
- Improving the Rule on Complaints and Whistleblowing against Fraud, Malpractice, Misconduct, and Non-compliance with Laws and Organization Regulations B.E. 2565 (2022). This Rule covers whistleblowing channels through the Company's website, e-mail, and letter, and clearly specifies the protection of whistleblowers, witnesses, and confidentiality for employee's and outsider's confidence that complaints will be timely reviewed in a transparent, honest, fair, and confidential manner. Also revised are the complaint management process and guidelines for efficiency and stakeholders' trust.

In 2022, PTT has implemented more security enhancements, including the use of Multi-factor Authentication technology for two-factor authentication (2FA), verifying employees' personal computer standards connected to a VPN into PTT's network, covering Contract/Outsource staff, adding Privileged Access Management to increase the security of accessing the system at the level of the administrator (Admin) to a higher standard, including the use of AI technology to help find vulnerabilities that have been exposed to the Internet network in order to further analyze and manage risks.

In addition, the Company has increased the security of employee's accounts by setting a new password format according to best practices, as well as raising awareness of cybersecurity, and more concentrated Phishing Mail testing along with continuously building skills and understanding through cyber curriculum under the Digital Literacy Project.

To ensure that PTT has cybersecurity operations that meet standards and completeness to prevent potential risks, PTT has implemented the Information Security Management System (ISMS) according to the ISO/IEC 27001:2013 standard and the Personal Information Management System (PIMS) according to the ISO/IEC 27701:2019 standard. In addition, for PTT to have an information security system according to ISO 27001 standard, the Information Security Management System Committee (ISMSC) has been appointed, with a policy and systematic approach that completely covers key processes consisting of announcing digital standards related to information security, communication networks, and equipment, as well as management of abnormalities and information technology problems. The information security practice has been announced covering website security and internet use, security in work equipment, defining steps to manage cyber threats, as well as vulnerability assessment (VA) for all work systems. PTT monitors, measures, and supervises cybersecurity operations of the Cyber Security Operation Center (CSOC) by PTT Digital with monthly follow-up. Appropriate follow-up on the use of information technology resources is undertaken through the process of Strategic Investment Management and budgeting of information and communication technology which cover considering project redundancy, and determination of decision-making criteria for the resource utilization for the development of digital projects. Also taken into account were the worthiness of investing in digital projects, as well as the risks and rewards that will be received of which results are reported monthly and quarterly. In 2022, PTT allocated appropriate budget to support operations related to digital technology, which covers developing or improving digital projects to support the implementation of business strategies, investing in basic digital technologies, and developing PTT personnel to have more digital skills to keep up with the trend of using digital technology in today's competitive business situation.



(5) Monitoring & Evaluation Activities

PTT commands a process for monitoring and assessment the adequacy of internal control and defines guidelines for improvement to ensure system efficiency and effectiveness:

- Arranged for Conflict of Interest Report annually and when there is a case, and analysis with the Procure-to-Pay Process by using Continuous Control Monitoring and Auditing System (CCMS) in scrutinizing and monitoring irregularities.
- Regularly evaluated internal control efficiency and effectiveness at least once a year by requiring senior executives to conduct control self-assessment according to their roles and responsibilities assigned through the E - CSA form (Control Self-Assessment) and requiring all departments and direct-report divisions to conduct this self-assessment according to the GRC (Governance, Risk and Compliance) guidelines, as well as developing plans to improve internal controls in high-risk processes, and follow up on such improvements. Reports are to be regularly submitted to the Board.
- The Board and executives regularly monitor implementation reports of strategic plans, laws, rules, and regulations of PTT and PTT Group.

This year, the Office of Corporate Audit also reviewed internal control practices to ensure that they are adequate, suitable and consistently practiced. If a given item needed improvement, procedures would be discussed with management to define implementation guidelines along with improvement plans to prevent or minimize risks and monitor execution to ensure that audit and review findings are promptly remedied. This is reported every quarter to the Audit Committee, indicating that PTT's internal control system for this year is adequate, efficient, and effective, a view shared by the external auditor.

Internal Audit System

The Office of Corporate Audit is an independent unit that directly reports to the Audit Committee. It fosters assurance and provides advice to ensure that business processes are duly equipped with efficient good corporate governance (CG), risk management, and internal control practices in support of corporate objectives.

The Office commands an annual audit plan and three-year audit plans in line with PTT's business strategic direction and a risk-based approach to key corporate risks, encompassing PTT Group's domestic and international businesses. It reports findings to the Audit Committee for consideration and forwards them to the Board for acknowledgment every quarter. Regular monitoring is undertaken for actions in response to the office's recommendations. In its course of work, the office freely expresses its opinions. No conflicts have arisen between audited units and the office that cannot be resolved.

Head of the Office of Corporate Audit

At Meeting No. 10/2022 on October 27, 2022, the Board appointed Mr. Chayagorn Leangruenrom, Executive Vice President, Office of Corporate Audit, with effect from November 1, 2022, citing his mastery of PTT's business. Equipped with knowledge, skills, and experience in internal audit, he is familiar with the business undertaking, good governance, risk assessment, and internal control at the business and overall levels and was therefore regarded as suitable for the position. The Audit Committee approved the appointment, transfer, performance assessment, and annual merit pay increase of this position.



Biography of the Head of Corporate Audit

Mr. Chayagorn Leangruenrom

Age: 54

Education

- Bachelor of Engineering, King Mongkut's Institute of Technology Ladkrabang
- Master of Business Administration, Kasetsart University

Training

- Anti-Corruption for Executive Program (ACEP 7/2013), Corporate Governance for Executives Program (CGE 19/2022), Subsidiary Governance Program (SGP Online 1/2022), Thai Institute of Directors Association (IOD)
- Leadership Development Program II, PTT-Harvard Business School, PTT Leadership and Learning Institute (PLLI)
- Public-Private Partnerships for Executives Program (PEP) Class 8, Institute of Research and Development for Public Enterprises (IRDP)
- Corporate Governance for Directors and Senior Executives of Regulators, State Enterprises and Public Organizations (PDI) Class 24, King Prajadhipok's Institute
- Advanced Management Program (AMP) 3 - Business & People Management, PTT Leadership and Learning Institute (PLLI)
- Senior Executive Program, Capital Market Academy (CMA) Class 32



Working Experiences (Past 10 years)

- 2022 - Present
Executive Vice President, Office of Corporate Audit, PTT
- 2020 - 2022
Executive Vice President, Corporate Governance, PTT
- 2019 - 2020
Vice President, Natural Gas Marketing Department, PTT
- 2016 - 2019
Vice President, Project Director, Myanmar - Thailand LNG Receiving Terminal, PTT
- 2016 - 2016
Vice President, Internal Audit Department, PTT
- 2013 - 2016
Vice President, Subsidiary Audit Department, PTT
- 2011 - 2013
Vice President, Internal Audit Department, PTT

Key Related Directorship

- -None-

Relations with the Management

- -None-



Compliance Unit

PTT has assigned “Compliance Department” to govern legal and regulatory compliance of PTT with detailed roles, duties, and responsibilities defined in the Compliance Charter, under the Executive Vice President, Corporate Governance, and supervised by the Senior Executive Vice President, Organization Effectiveness and Corporate Governance (biography shown in Information of Executives Section), and indirectly reporting to the Governance, Risk and Compliance Management Committee (GRCMC) and the Corporate Governance and Sustainability Committee (CGSC), respectively.

Compliance Department centralizes corporate compliance and oversees all personnel and all business units under PTT to fully comply with all external and internal laws, rules, regulations, directives, procedures, and announcements controlling all facets of PTT businesses. Compliance routinely works with the 2nd Line to collect and develop a data depository on laws and regulations governing PTT operations and businesses and is tasked to analyze and assess legal risks and impacts on the operational activities of PTT. Compliance's duties include providing consultations, support, supervision, and reviews of the 1st Line to ensure compliance of PTT with all laws and regulations. Compliance also constantly develops and nurtures compliance culture through the continuous organization of legal learning and development sessions, consultancy services, publications, and dissemination of data and information related to laws, rules, and regulations governing operations and businesses. In 2022, communication sessions on laws and regulations, as well as compliance behaviors and practices, were organized e.g., internal e-mails, online learning, infographics on key legal summaries, Compliance Policy publicity, and Compliance Framework guidelines. PTT personnel has also been promoted to adhere to laws and regulations, corporate governance, and business ethics through Tone from the top which communicated key messages from top management as food for thought, direction, or practices via video clips to promote compliance culture from top management.

In addition, management of non-compliance incidents is also undertaken by collecting, analyzing, reviewing non-compliance cases (if any), and follow-up to improve the operational process and find ways to prevent and reduce the chance of non-compliance repeated in the future. PTT also sets a goal of becoming a Zero Non-Compliance organization by reviewing and setting indicators for measuring results. The annual performance of various departments must comply with laws and regulations by setting up the Corporate KPI: Non-Compliance, which measures the result by not finding any material errors from the complaints (both inside and outside PTT) that are considered fraudulent, malpractice, or misconduct, serious disciplinary action and unlawful acts with final punishment orders or written notices of illegal acts by legal regulators. Additional measures include the learning of executives and employees, by having to pass 3 training courses on CG and Compliance and Ethics, namely (1) CG E-Learning, (2) Basic knowledge of the Organic Act on the Prevention and Suppression of Corruption, and (3) Conflict of Interest. In 2022, no non-compliance with a significant impact or legal liability to PTT in any way was found.

The aforementioned implementation of compliance supervision is aimed at fostering values and culture in compliance with laws and regulations, enhancing PTT personnel's knowledge and understanding of key laws related to their responsibilities and awareness of potential impacts of non-compliance with laws and regulations, including being able to work properly and adhering to strict compliance with laws and regulations, and to ensure that PTT's business operations will not be interrupted by legal compliance risks. The aim is to make PTT's operations sustainably achieve the goal of “Zero Non-Compliance”.



9.2 Connected Transactions

The connected transactions in 2022 are summarized below:



Details of connected transactions during the past 3 years can be found from
investor.pttplc.com/en/downloads/supplementary-one-report

9.2.1 Connected Transactions with Shareholders

In 2022, the company had no connected transactions with shareholders.

9.2.2 Connected Transactions between PTT and Parties with the Common Major Shareholder

Transactions for PTT's products sold/ services rendered to parties with the common major shareholder with potential conflicts

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Electricity Generating Authority of Thailand (EGAT)	110,538	Ministry of Finance, PTT's major shareholder, has control over EGAT.	—
State Railway of Thailand (SRT)	2,491	Ministry of Finance, PTT's major shareholder, has control over SRT.	—
Bangkok Mass Transit Authority (BMTA)	1,755	Ministry of Finance, PTT's major shareholder, has control over BMTA.	—
Port Authority of Thailand (PAT)	979	Ministry of Finance, PTT's major shareholder, has control over PAT.	—
Others	901		
Total	116,664		



Transactions for products/ services PTT bought/ received and other expenses from parties with the common major shareholder with potential conflicts

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Provincial Electricity Authority (PEA)	911	Ministry of Finance, PTT's major shareholder, has control over PEA.	PTT's director, Mr. Danucha Pichayanan, is a PEA director.
Electricity Generating Authority of Thailand (EGAT)	306	Ministry of Finance, PTT's major shareholder, has control over EGAT.	–
Metropolitan Electricity Authority (MEA)	38	Ministry of Finance, PTT's major shareholder, has control over MEA.	–
Export-Import Bank of Thailand (EXIM)	35	Ministry of Finance, PTT's major shareholder, has control over EXIM.	–
Others	125		
Total	1,415		

Interests received from parties with the common major shareholder with potential conflicts

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
TMBThanachart Bank Plc. (TTB)	45	Ministry of Finance, PTT's major shareholder, holds more than 10.00% shares in TTB.	–
Government Housing Bank (GHB)	22	Ministry of Finance, PTT's major shareholder, has control over GHB.	–
Total	67		



Trade accounts receivable, other accounts receivable, and advance payments to parties with the common major shareholder with potential conflicts

Trade Accounts Receivable

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Electricity Generating Authority of Thailand (EGAT)	16,010	Ministry of Finance, PTT's major shareholder, has control over EGAT.	–
State Railway of Thailand (SRT)	239	Ministry of Finance, PTT's major shareholder, has control over SRT.	–
Bangkok Mass Transit Authority (BMTA)	207	Ministry of Finance, PTT's major shareholder, has control over BMTA.	–
Port Authority of Thailand (PAT)	104	Ministry of Finance, PTT's major shareholder, has control over PAT.	–
Others	84		
Total	16,644		

Other Accounts Receivable

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
TMBThanachart Bank Plc. (TTB)	133	Ministry of Finance, PTT's major shareholder, holds more than 10.00% shares in TTB.	–
Electricity Generating Authority of Thailand (EGAT)	1	Ministry of Finance, PTT's major shareholder, has control over EGAT.	–
Total	134		



Advance Payment

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Export-Import Bank of Thailand (EXIM)	3	Ministry of Finance, PTT's major shareholder, has control over EXIM.	–
Total	3		

Trade accounts payable and other accounts payable to parties with the common major shareholder with potential conflicts

Trade Accounts Payable

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Industrial Estate Authority of Thailand (IEAT)	16	Ministry of Finance, PTT's major shareholder, has control over IEAT.	–
Total	16		

Other Accounts Payable

Party with the Common Major Shareholder	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
TMBThanachart Bank Plc. (TTB)	133	Ministry of Finance, PTT's major shareholder, holds more than 10.00% shares in TTB.	–
State Railway of Thailand (SRT)	131	Ministry of Finance, PTT's major shareholder, has control over SRT.	–
Industrial Estate Authority of Thailand (IEAT)	7	Ministry of Finance, PTT's major shareholder, has control over IEAT.	–
MCOT Public Company Limited (MCOT)	5	Ministry of Finance, PTT's major shareholder, has control over MCOT.	–
Others	7		
Total	283		



9.2.3 Connected Transactions among PTT and Subsidiaries, Joint Operations, Joint Ventures, Associates and Other Related Parties

Transactions for PTT's products sold/ services rendered to subsidiaries, joint operations, joint ventures, associates and other related parties

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31 , 2022)	Management (As of December 31, 2022)
Subsidiaries			
Thai Oil Plc. (TOP)	382,479	PTT Group owns 48.00% of TOP's shares.	<ul style="list-style-type: none">- PTT's executives, namely Miss Pannalin Mahawongtikul, Mr. Terdkiat Prommool, Mr. Suchat Ramarch, Dr. Buranin Rattanasombat, are TOP's directors.- PTT's executive, Mr. Noppadol Pinsupa, is a director & the Board's secretary and Acting CEO & President of TOP.
PTT Global Chemical Plc. (GC)	376,062	PTT Group owns 48.18% of GC's shares.	<ul style="list-style-type: none">- PTT's director, M.L. Chayotid Kridakon, is GC's director.- PTT's executives, namely Mr. Chadil Chavanalikhikorn, Mr. Cherdchai Boonchoochaay are GC's directors.- PTT's executive, Dr. Kongkrapan Intarajang, is a director & the Board's secretary and President & CEO of GC.



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31 , 2022)	Management (As of December 31, 2022)
IRPC Plc. (IRPC)	240,239	PTT Group owns 48.05% of IRPC's shares.	<ul style="list-style-type: none"> - PTT's executives, namely Miss Peangpanor Boonklum, Mr. Chansak Chuenchom, and Mr. Prasong Intaranongpai, are IRPC's directors. - Mr. Kris Imsang, is a director & the Board's secretary and President & CEO of IRPC.
PTT International Trading Pte. Ltd. (PTTT)	58,665	Wholly owned by PTT Group.	<ul style="list-style-type: none"> - PTT's executive, Miss Jaroonsri Wankertphon, is PTTT's director.
PTT Oil and Retail Business Plc. (OR)	39,156	PTT Group owns 75.00% of OR's shares.	<ul style="list-style-type: none"> - PTT's director/ executive, Mr. Auttapol Rerkpiboon, is OR's Chairman of the Board. - PTT's executives, namely Dr. Buranin Rattanasombat and Mr. Terdkiat Prommool, are OR's directors.
PTT MEA Ltd.	36,092	Wholly owned by PTT Group.	—
PTT International Trading USA Inc.	31,807	Wholly owned by PTT Group.	—
PTT International Trading London Ltd. (PTTT LDN)	27,636	Wholly owned by PTT Group.	—
Global Power Synergy Plc. (GPSC)	19,489	PTT Group owns 75.23% of GPSC's shares.	<ul style="list-style-type: none"> - PTT's executives, namely Mr. Wuttikorn Stithit, Mr. Noppadol Pinsupa, Miss Pannalin Mahawongtikul, M.L. Peekthong Thongyai and Dr. Kongkrapan Intarajang, are GPSC's directors. - PTT's executive, Mr. Worawat Pitayasiri, is a director & the Board's secretary and President & CEO of GPSC.
Others	68,770		



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31 , 2022)	Management (As of December 31, 2022)
Joint Ventures			
HMC Polymers Co., Ltd. (HMC)	7,992	PTT Group owns 41.44% of HMC's shares.	–
PTT Asahi Chemical Co., Ltd. (PTTAC)	5,337	PTT Group owns 50.00% of PTTAC's shares.	–
Nava Nakorn Electricity Generating Co., Ltd. (NNEG)	4,236	PTT Group owns 30.00% of NNEG's shares.	–
District Cooling System and Power Plant Co., Ltd. (DCAP)	3,279	PTT Group owns 35.00% of DCAP's shares.	–
Others	162		
Associates			
Bangpa-in Cogeneration Co., Ltd. (BIC)	5,720	PTT Group owns 25.00% of BIC's shares	–
AGC Vinythai Plc.	271	PTT Group owns 32.72% of AGC Vinythai Plc.'s shares.	
Vinythai Plc.	176	As of December 31, 2022, the company was merged into AGC Vinythai Plc.	–
Other Related Party			
Ratchaburi Power Co., Ltd. (RPCL)	4,671	PTT Group owns 15.00% of RPCL's shares.	- PTT's executive, Mr. Worawat Pitayasiri, is RPCL's director.
Total	1,312,239		



Transactions for products/ services PTT bought/ received from subsidiaries, joint operations, joint ventures, associates, and other related parties

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT International Trading Pte. Ltd. (PTTT)	262,536	Wholly owned by PTT Group.	- PTT’s executive, Miss Jaroonsri Wankertphon, is PTTT’s director.
PTT Exploration and Production Plc. (PTTEP)	125,870	PTT Group owns 65.29% of PTTEP’s shares.	- PTT’s director/ executive, Mr. Auttapol Rerkpiboon, is PTTEP’s director. - PTT’s executive, Mr. Wuttikorn Stithit, is PTTEP’s director. - PTT’s executive, Mr. Montri Rawanchaikul, is a director and CEO of PTTEP.
PTTEP Energy Development Co., Ltd.	30,257	Wholly owned by PTT Group.	–
PTTEP Siam Ltd.	24,895	Wholly owned by PTT Group.	–
PTTEP International Ltd.	22,590	Wholly owned by PTT Group.	–
PTT Oil and Retail Business Plc. (OR)	18,789	PTT Group owns 75.00% of OR’s shares.	- PTT’s director/ executive, Mr. Auttapol Rerkpiboon, is OR’s Chairman of the Board. - PTT’s executives, namely Dr. Buranin Rattanasombat and Mr. Terdkiat Prommool, are OR’s directors.



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
PTT Global Chemical Plc. (GC)	12,894	PTT Group owns 48.18% of GC's shares.	<ul style="list-style-type: none"> - PTT's director, M.L. Chayotid Kridakon, is GC's director. - PTT's executives, namely Mr. Chadil Chavanalikhikorn, Mr. Cherdchai Boonchoochauy are GC's directors. - PTT's executive, Dr. Kongkrapan Intarajang, is a director & the Board's secretary and President & CEO of GC.
PTT International Trading London Ltd. (PTTT LDN)	11,722	Wholly owned by PTT Group.	–
PTTEP SP Ltd.	9,649	Wholly owned by PTT Group.	–
PTT LNG Co., Ltd. (PTTLNG)	9,554	Wholly owned by PTT Group.	–
PTTEP Oman E&P Corporation	7,534	Wholly owned by PTT Group.	–
PTT MEA Ltd.	5,871	Wholly owned by PTT Group.	–
PTTEP MENA Ltd.	5,285	Wholly owned by PTT Group.	–
Others	3,943		
Joint Operations			
Moattama Gas Transportation Co., Ltd. (MGTC)	21,174	PTT Group owns 37.08% of MGTC's shares.	–
Andaman Transportation Ltd. (ATL)	14,037	PTT Group owns 80.00% of ATL's shares.	–
Others	10,541		–



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Joint Ventures			
Trans Thai-Malaysia (Thailand) Co., Ltd. (TTM(T))	1,598	PTT Group owns 50.00% of TTM(T)'s shares.	–
Map Ta Phut Air Products Co., Ltd. (MAP)	30	PTT Group owns 51.00% of MAP's shares.	–
Total	598,769		

Interests received from subsidiaries, joint operations, joint ventures, associates, and other related parties

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT Treasury Center Co., Ltd. (PTT TCC)	1,829	Wholly owned by PTT Group.	- PTT's executive, Mrs. Chanamas Sasnanand, is PTT TCC's Chairman of the Board.
Others	23		
Total	1,852		



Interests paid by subsidiaries, joint operations, joint ventures, associates, and other related parties

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT Treasury Center Co., Ltd. (PTT TCC)	2,269	Wholly owned by PTT Group.	- PTT's executive, Mrs. Chanamas Sasnanand, is PTT TCC's Chairman of the Board.
Others	59		
Joint Venture			
Trans Thai-Malaysia (Thailand) Co., Ltd. (TTM(T))	38	PTT Group owns 50.00% of TTM(T)'s shares.	—
Total	2,366		

Trade accounts receivable, other accounts receivable, advance payments, short-term loans, and long-term loans to subsidiaries, joint operations, joint ventures, associates, and other related parties

Trade Accounts Receivable

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
Thai Oil Plc. (TOP)	39,282	PTT Group owns 48.00% of TOP's shares.	<ul style="list-style-type: none">- PTT's executives, namely Miss Pannalin Mahawongtikul, Mr. Terdkiat Prommool, Mr. Suchat Ramarch, and Dr. Buranin Rattanasombat, are TOP's directors.- PTT's executive, Mr. Noppadol Pinsupa, is a director & the Board's secretary and Acting CEO & President of TOP.



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
PTT Global Chemical Plc. (GC)	21,030	PTT Group owns 48.18% of GC's shares.	<ul style="list-style-type: none"> - PTT's director, M.L. Chayotid Kridakon, is GC's director. - PTT's executives, namely Mr. Chadil Chavanalikhorn and Mr. Cherdchai Boonchoochauy, are GC's directors. - PTT's executive, Dr. Kongkrapan Intarajang, is a director & the Board's secretary and President & CEO of GC.
IRPC Plc. (IRPC)	14,908	PTT Group owns 48.05% of IRPC's shares.	<ul style="list-style-type: none"> - PTT's executives, namely Miss Peangpanor Boonklum, Mr. Chansak Chuenchom, and Mr. Prasong Intaranongpai, are IRPC's directors. - Mr. Kris Imsang, is a director & the Board's secretary and President & CEO of IRPC.
PTT International Trading Pte. Ltd. (PTTT)	3,888	Wholly owned by PTT Group.	<ul style="list-style-type: none"> - PTT's executive, Miss Jaroonsri Wankertphon, is PTTT's director.
PTT Oil and Retail Business Plc. (OR)	2,452	PTT Group owns 75.00% of OR's shares.	<ul style="list-style-type: none"> - PTT's director/ executive, Mr. Auttapol Rerkpiboon, is OR's Chairman of the Board. - PTT's executives, namely Dr. Buranin Rattanasombat and Mr. Terdkiat Prommool, are OR's directors.
Others	8,195		



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Joint Ventures			
PTT Asahi Chemical Co., Ltd. (PTTAC)	383	PTT Group owns 50.00% of PTTAC's shares.	–
Nava Nakorn Electricity Generating Co., Ltd. (NNEG)	308	PTT Group owns 30.00% of NNEG's shares.	–
District Cooling System and Power Plant Co., Ltd. (DCAP)	257	PTT Group owns 35.00% of DCAP's shares.	–
Others	144		
Associates			
Bangpa-in Cogeneration Co., Ltd. (BIC)	412	PTT Group owns 25.00% of BIC's shares.	–
AGC Vinythai Plc.	46	PTT Group owns 32.72% of AGC Vinythai Plc.'s shares.	–
Other Related Party			
Ratchaburi Power Co., Ltd. (RPCL)	719	PTT Group owns 15.00% of RPCL's shares.	- PTT's executive, Mr. Worawat Pitayasiri, is RPCL's director.
Total trade accounts receivable	92,024		



Other Accounts Receivable

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
IRPC Plc.	285	PTT Group owns 48.05% of IRPC's shares.	<ul style="list-style-type: none">- PTT's executives, namely Miss Peangpanor Boonklum, Mr. Chansak Chuenchom, and Mr. Prasong Intaranongpai, are IRPC's directors.- Mr. Kris Imsang, is a director & the Board's secretary and President & CEO of IRPC.
PTT Treasury Center Co., Ltd. (PTT TCC)	265	Wholly owned by PTT Group.	<ul style="list-style-type: none">- PTT's executive, Mrs. Chanamas Sasnanand, is PTT TCC's Chairman of the Board.
PTT Oil and Retail Business Plc. (OR)	239	PTT Group owns 75.00% of OR's shares.	<ul style="list-style-type: none">- PTT's director/ executive, Mr. Auttapol Rerkpiboon, is OR's Chairman of the Board.- PTT's executives, namely Dr. Buranin Rattanasombat and Mr. Terdkiat Prommool, are OR's directors.
PTT International Trading London Ltd. (PTTT LDN)	182	Wholly owned by PTT Group.	–
Thai Oil Plc. (TOP)	181	PTT Group owns 48.00% of TOP's shares.	<ul style="list-style-type: none">- PTT's executives, namely Miss Pannalin Mahawongtikul, Mr. Terdkiat Prommool, Mr. Suchat Ramarch, Dr. Buranin Rattanasombat, are TOP's directors.- PTT's executive, Mr. Noppadol Pinsupa, is a director & the Board's secretary and Acting CEO & President of TOP.



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
TOP SPP Co., Ltd.	135	PTT Group owns 99.99% of TOP SPPs shares.	–
PTT International Trading Pte. Ltd. (PTTT)	123	Wholly owned by PTT Group.	- PTT's executive, Miss Jaroonsri Wankertphon, is PTTT's director.
Others	466		
Joint Ventures			
Nava Nakorn Electricity Generating Co., Ltd. (NNEG)	199	PTT Group owns 30.00% of NNEG's shares.	–
Others	63		–
Associates			
Thai Petroleum Pipeline Co., Ltd. (Thapline)	1	PTT Group owns 49.21% of Thapline's shares.	–
Total Other Accounts Receivable – Net	2,139		

Short-Term Advance Payment

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiary			
PTT Digital Solutions Co., Ltd. (PTT DIGITAL)	32	Wholly owned by PTT Group.	- PTT's executive, Mr. Terdkiat Prommool, is Chairman of the Board of PTT DIGITAL.
Total	32		



Short-Term Loans

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiary			
PTT Treasury Center Co., Ltd. (PTT TCC)	2,044	Wholly owned by PTT Group.	- PTT’s executive, Mrs. Chanamas Sasnanand, is PTT TCC’s Chairman of the Board.
Grand Total Short-Term Loans	2,044		

Long-Term Loans

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiary			
PTT Treasury Center Co., Ltd. (PTT TCC)	56,067	Wholly owned by PTT Group.	- PTT’s executive, Mrs. Chanamas Sasnanand, is PTT TCC’s Chairman of the Board.
Total Long-Term Loans	56,067		



Trade accounts payable, other accounts payable, loans, and liabilities under leases to subsidiaries, joint operations, joint ventures, associates, and other related parties

Trade Accounts Payable

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT International Trading Pte. Ltd. (PTTT)	15,618	Wholly owned by PTT Group.	- PTT's executive, Miss Jaroonsri Wankertphon, is PTTT's director.
PTT Exploration and Production Plc. (PTTEP)	12,960	PTT Group owns 65.29% of PTTEP's shares.	- PTT's director/ executive, Mr. Auttapol Rerkpiboon, is PTTEP's director. - PTT's executive, Mr. Wuttikorn Stithit, is PTTEP's director. - PTT's executive, Mr. Montri Rawanchaikul, is a director and CEO of PTTEP.
PTTEP International Ltd.	3,876	Wholly owned by PTT Group.	–
PTT Oil and Retail Business Plc. (OR)	3,841	PTT Group owns 75.00% of OR's shares.	- PTT's director/ executive, Mr. Auttapol Rerkpiboon, is OR's Chairman of the Board. - PTT's executives,namely Dr. Buranin Rattanasombat and Mr. Terdkiat Prommool, are OR's directors.
Others	10,896		



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Joint Operations			
Moattama Gas Transportation Co., Ltd. (MGTC)	3,380	PTT Group owns 37.08% of MGTC’s shares.	–
Andaman Transportation Ltd. (ATL)	2,736	PTT Group owns 80.00% of ATL’s shares.	–
Orange Energy Co., Ltd.	564	PTT Group owns 53.95% of Orange Energy Co., Ltd.’s shares.	–
B 8/32 Partners Ltd.	564	PTT Group owns 25.00% of B8/32 Partners Ltd.’s shares.	–
Joint Venture			
Trans Thai-Malaysia (Thailand) Co., Ltd. (TTM(T))	281	PTT Group owns 50.00% of TTM(T)’s shares.	–
Total	54,716		

Other Accounts Payable

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT Oil and Retail Business Plc. (OR)	1,581	PTT Group owns 75.00% of OR's shares.	<ul style="list-style-type: none">- PTT's director/ executive, Mr. Auttapol Rerkpiboon, is OR's Chairman of the Board.- PTT's executives, namely Dr. Buranin Rattanasombat and Mr. Terdkiat Prommool, are OR's directors.



Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
PTT Digital Solutions Co., Ltd. (PTT DIGITAL)	1,017	Wholly owned by PTT Group.	- PTT's executive, Mr. Terdkiat Prommool, is the Chairman of the Board of PTT DIGITAL.
PTT Treasury Center Co., Ltd. (PTT TCC)	877	Wholly owned by PTT Group.	- PTT's executive, Mrs. Chanamas Sasnanand, is PTT TCC's Chairman of the Board.
Others	1,063		
Joint Ventures			
Map Ta Phut Air Products Co., Ltd. (MAP)	5	PTT Group owns 51.00% of MAP's shares.	—
Nava Nakorn Electricity Generating Co., Ltd. (NNEG)	3	PTT Group owns 30.00% of NNEG's shares.	—
PTT Asahi Chemical Co., Ltd. (PTTAC)	2	PTT Group owns 50.00% of PTTAC's shares.	—
Others	3		
Associates			
Bangpa-in Cogeneration Co., Ltd. (BIC)	7	PTT Group owns 25.00% of BIC's shares.	—
Thai Petroleum Pipeline Co., Ltd. (Thapline)	2	PTT Group owns 49.21% of Thapline's shares.	—
Other Related Party			
Ratchaburi Power Co., Ltd. (RPCL)	32	PTT Group owns 15.00% of RPCL's shares.	- PTT's executive, Mr. Worawat Pitayasiri, is RPCL's director.
Total	4,592		



Short-Term Loans

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT LNG Co., Ltd. (PTTLNG)	1,969	Wholly owned by PTT Group.	–
Siam Management Holding Co., Ltd. (SMH)	1,962	Wholly owned by PTT Group.	–
ARUN PLUS Co., Ltd. (ARUN PLUS)	1,957	Wholly owned by PTT Group.	<ul style="list-style-type: none">- PTT’s director, Professor Dr. Thosaporn Sirisumphand, is the Chairman of the Board of ARUN PLUS.- PTT’s directors, namely Mr. Danucha Pichayanan, M.L. Chayothid Kridakon, are directors of ARUN PLUS.- PTT’s executive, Mr. Cherdchai Boonchoochauly, is a director of ARUN PLUS.
PTT Tank Terminal Co., Ltd. (PTT TANK)	1,425	Wholly owned by PTT Group.	<ul style="list-style-type: none">- PTT’s executive, M.L. Peekthong Thongyai, is a director of PTT TANK.
Others	2,134		
Total	9,447		



Long-Term Loans

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT Treasury Center Co., Ltd. (PTT TCC)	50,260	Wholly owned by PTT Group.	- PTT’s executive, Mrs. Chanamas Sasnanand, is PTT TCC’s Chairman of the Board.
Total	50,260		

Liabilities under Leases due within One Year

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT Digital Solutions Co., Ltd. (PTT DIGITAL)	41	Wholly owned by PTT Group.	- PTT’s executive, Mr. Terdkiat Prommool, is the Chairman of the Board of PTT DIGITAL.
EVME PLUS Co., Ltd. (EVME PLUS)	10	Wholly owned by PTT Group.	–
Others	6		
Joint Venture			
Trans Thai-Malaysia (Thailand) Co., Ltd. (TTM(T))	451	PTT Group owns 50.00% of TTM(T)’s shares.	–
Total	508		



Liabilities under Long-Term Leases

Related Party	2022 (THB million)	Relationship	
		Shareholding (As of December 31, 2022)	Management (As of December 31, 2022)
Subsidiaries			
PTT Digital Solutions Co., Ltd. (PTT DIGITAL)	140	Wholly owned by PTT Group.	- PTT’s executive, Mr. Terdkiat Prommool, is the Chairman of the Board of PTT DIGITAL.
EVME PLUS Co., Ltd. (EVME PLUS)	55	Wholly owned by PTT Group.	–
Joint Ventures			
Trans Thai-Malaysia (Thailand) Co., Ltd. (TTM(T))	2,336	PTT Group owns 50.00% of TTM(T)’s shares.	–
Total	2,531		

9.2.4 PTT's Connected Transactions Resulted from the Following Agreements with Key Conditions Being Summarized below:

(1) Transactions between PTT and state enterprises

Transactions

- Sales of natural gas**

PTT signed gas sales agreements (GSAs) with a state enterprise, the Electricity Generating of Thailand (EGAT). There were 2 GSAs as follows:

1. GSA between PTT and EGAT, dated June 19, 2020.
2. GSA for Nam Phong Power Plant between PTT and EGAT, dated September 20, 2021.

Remark: PTT has a liquefied natural gas purchase agreement with EGAT dated October 1, 2021, according to the ERC's resolution, which is applicable from October 2021 until the conclusion of EGAT's liquefied natural gas imports by 2021.



- **Sales of fuels and petroleum products**

The ministerial regulation prescribing state-promoted or state-supported supply and procurement procedures through the selection and specific procurement methods B.E. 2560 (2017), Division 7, required central and provincial government agencies and state enterprises (excluding EGAT) to purchase state-supported energy and natural resource supply of 10,000 liters or more by specific procurement methods from PTT, or otherwise, they can buy such supply through selection or invitation to bid. Currently, PTT sells fuels to the following state enterprises which still insisted on buying fuels from PTT: Bangkok Mass Transit Authority (BMTA), State Railway of Thailand (SRT), EGAT, and The Transport Co., Ltd. As for state enterprises having outstanding payments, PTT could charge interest at the rate according to the contractual terms.

(2) Transactions between PTT and PTT Exploration and Production Plc. (PTTEP) which is PTT's Subsidiary

Transactions

PTTEP and its subsidiaries produce and sell crude oil, natural gas, condensate, and liquefied petroleum gas (LPG). PTT was the major buyer of these in 2022 (68% by volume). PTT had a 15 - 30 year long-term natural gas purchase agreement with PTTEP, including annual minimum contractual volumes. PTT also engaged into crude oil and condensate supply agreements with PTTEP, while selling natural gas to PTTEP. PTT's petroleum product pricing to PTTEP is consistent with global market prices and identical to the project partners' selling prices to PTT. PTT obtains fuel from PTTEP at competitive standard reference prices and under sensible conditions.

Normal business transactions or those supporting normal business transactions

Item		Amount as of December 31, 2022	Justification and Sensibility
1.1 Sale of petroleum products		THB 227,961 million	Pricing of petroleum products aligns with global market prices and identical to the project partners' selling prices sold to PTT.
Natural gas	682,177.59 million cubic feet		
Crude oil	17.86 million barrels		
Condensate	15.95 million barrels		
Liquefied petroleum gas	63,357.00 metric tons		
1.2 Natural gas as fuels		THB 7.10 million	PTTEP's Board of Directors approved a 5-year (2019 - 2023) fuel supply agreement with PTT. The prices under the agreement were based on competitive standard reference market prices and sensible terms.
Natural gas	14.48 million cubic feet		



(3) Transactions between PTT and Petrochemical and Refining Affiliates

Transactions

PTT signed crude oil, condensate and feedstock supply agreements, refined and petrochemical product purchase agreements and gas sales agreements for process feedstock with its petrochemical and refining affiliates. PTT also signed LPG sales agreement, service agreement for storage and distribution of refined products, leases and subleases of oil terminals for its subsidiaries in the oil and retail business. The purchase price is the market price.

(4) Transactions between PTT and its affiliates of the New Business and Infrastructure Business Group: Transactions and contracts with Global Power Synergy Plc. (GPSC)

Transactions

PTT signed a Gas Sales Agreement with GPSC to feed gas for power generation, which is considered a normal business transaction, with prices and conditions based on competitive standard referenced market prices.

9.2.5 Sensibility of Connected Transactions

Procurement of goods, raw materials, or services from related entities aims to maximize mutual benefits in business operations within PTT Group and support national energy security. Such transactions are regarded as normal business practices. The volume of goods or raw materials bought or sold by PTT or services provided or received by related parties are in accordance with PTT's needs and business operations. Such prices and services are as agreed in contracts, leading to commercial benefit to both PTT and related parties without any benefits transferring or irregular transaction.

9.2.6 Policy Relating to Future Connected Transactions

PTT's future connected transactions will be conducted as part of its normal businesses without special favors or transfers of benefit between PTT, subsidiaries, associated companies, related companies, and shareholders. Pricing policy will continue to be at arm's length, and the prices of products supplied by PTT's subsidiaries will be at the market-based. Disclosure of connected transactions are according to SEC's and SET's regulations and the accounting standard for related parties/ entities disclosures announced by the Federation of Accounting Professions.

9.2.7 Appraisal Price for Related Transactions

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